

MARVEL

ULTIMATE SPIDER-MAN®

VOL
19



DEATH OF A GOBLIN

Gai
ISAAC



THE ARTISTIC BATON IS PASSED FROM LONGTIME PENCILER MARK BAGLEY TO STUNNING NEW ONGOING ARTIST STUART IMMONEN!

Peter Parker and his Aunt May have perhaps the most important conversation of the young web-slinger's life. It's a gut-wrenching, emotional roller coaster you'll never forget. And Spider-Man is on the job when there is a huge explosion in the side of the Triskelion — the high-tech site housing superhuman criminals. From the acrid smoke emerges a man seething with vengeance — a man who wants Peter Parker dead! That man is Norman Osborn, the Green Goblin! And for the web-spinner, things are about to get out of control!

Collecting *Ultimate Spider-Man* #112-117, written by **Brian Michael Bendis** (*New Avengers*) and illustrated by **Stuart Immonen** (*Ultimate X-Men*, *Ultimate Fantastic Four*).



ULTIMATE SPIDER-MAN

VOL
19



DEATH OF A GOBLIN

Sai
ISANOVE

ULTIMATE SPIDER-MAN®

ISSUE

112



MARVEL

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**BENDIS
IMMONEN
von GRAWBADGER**

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PREVIOUSLY IN ULTIMATE SPIDER-MAN...

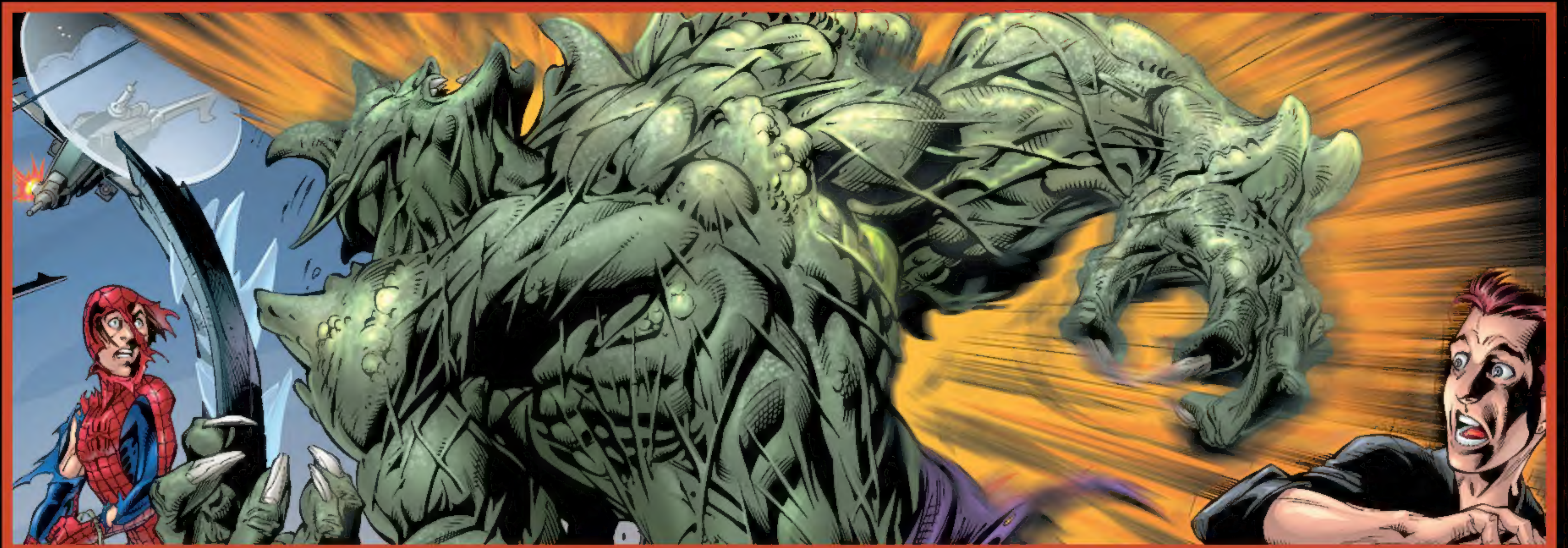
The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers!

When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility! Now the fledgling super hero tries to balance a full high-school curriculum, a night job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man.

Peter and MJ have gotten back together, leaving his troubled relationship with Kitty Pryde (of the world famous mutant team, X-Men) in shambles. To further complicate matters, Kitty now goes to school with Peter and MJ...in their class.

Spider-Man has had several life-altering confrontations with the notorious Norman Osborn, a.k.a. the Green Goblin and the father of his once best friend, Harry.

Norman is imprisoned in the Triskelion (the former home of the world's premiere superteam, the Ultimates) by Nick Fury, who is off on a top secret assignment.



DEATH OF A GOBLIN PART 1

**Brian Michael
Bendis**
WRITER

**Stuart
Immonen**
PENCILER

**Wade von
Grawbadger**
INKER

**Justin
Ponsor**
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**VC's Cory
Petit**
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**John Barber &
Bill Rosemann**
EDITORS

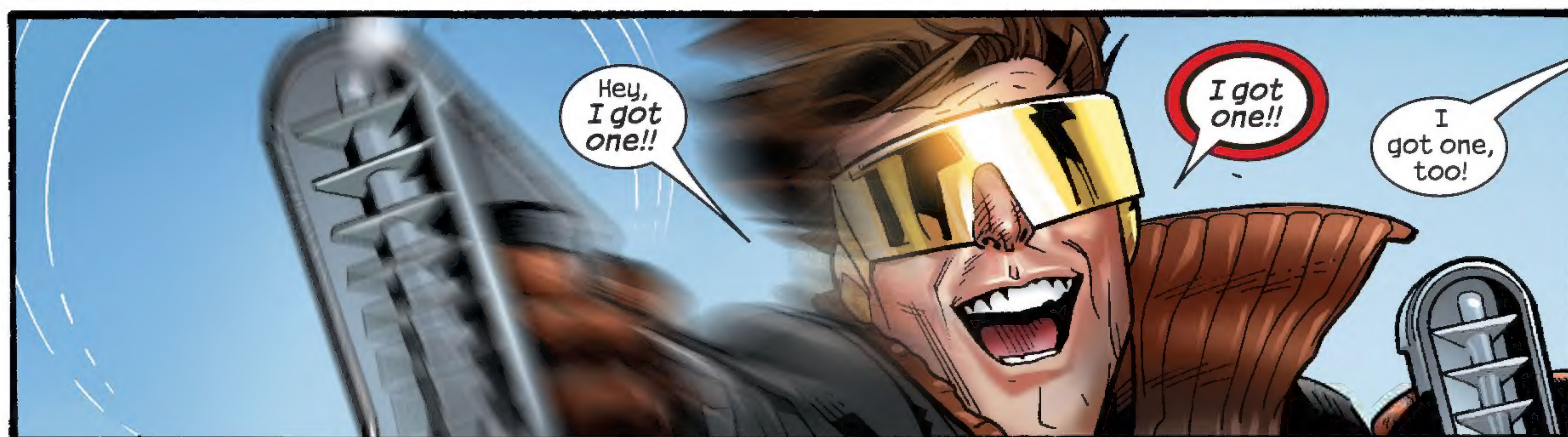
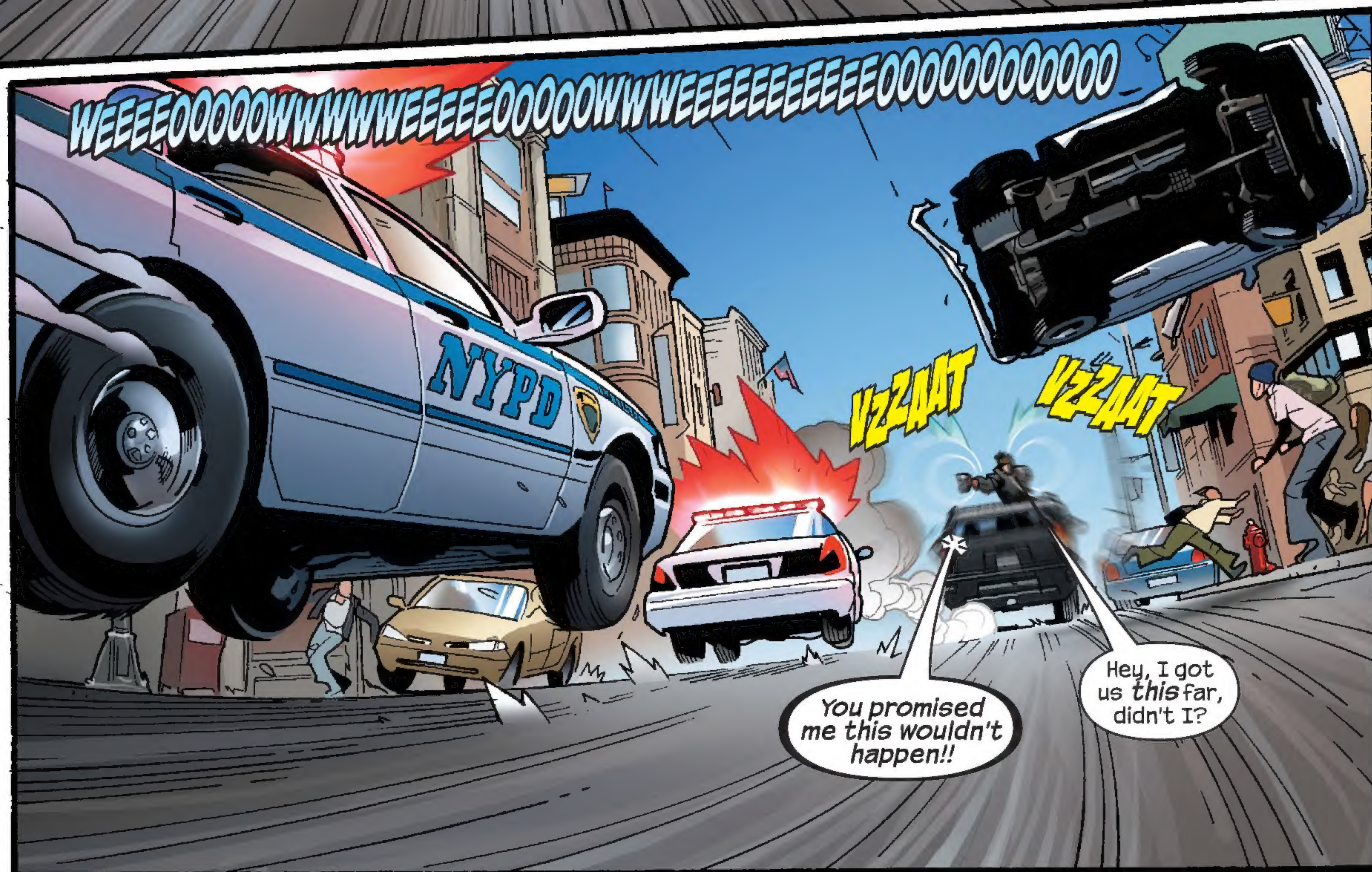
**Ralph
Macchio**
SENIOR EDITOR

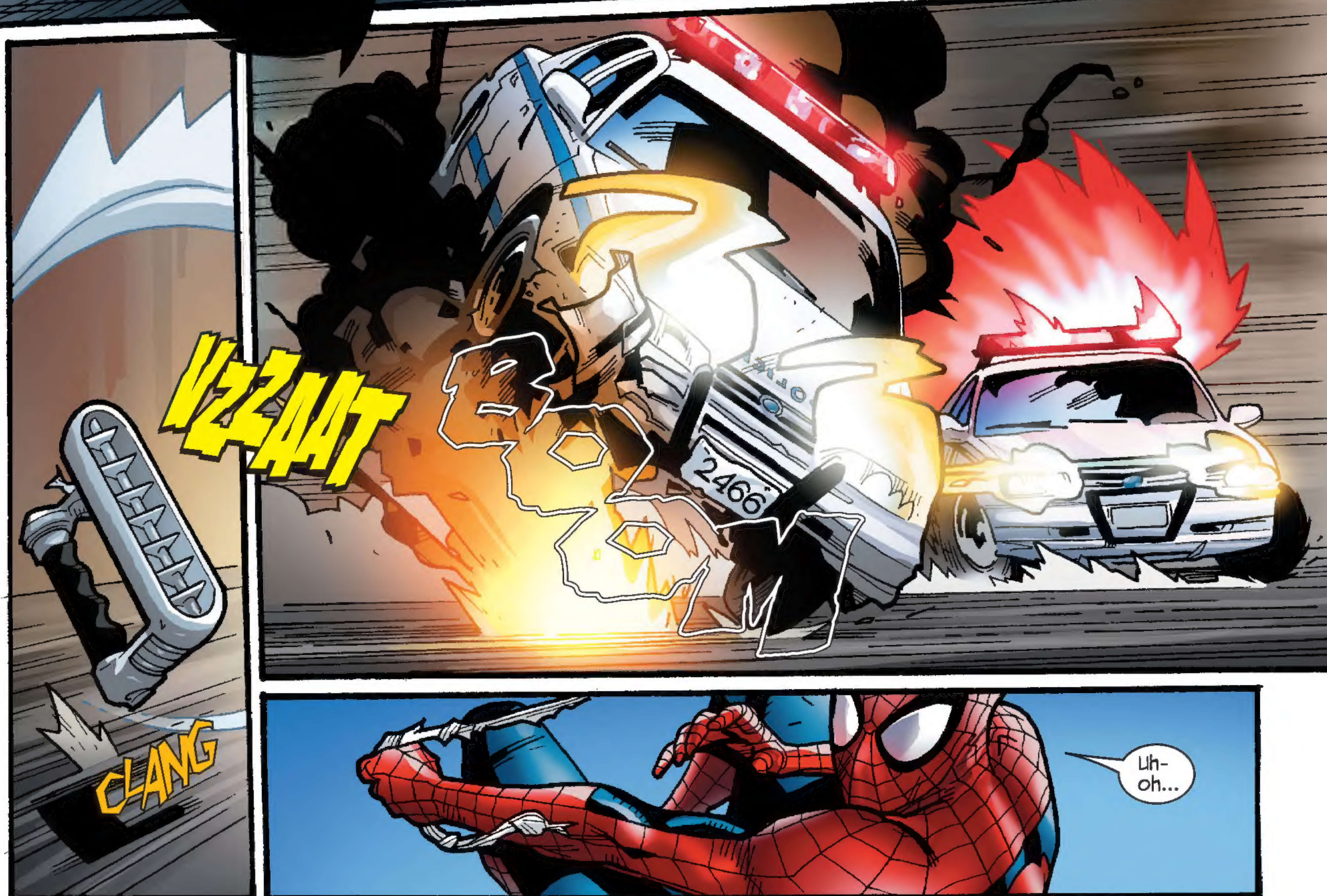
**Joe
Quesada**
EDITOR IN CHIEF

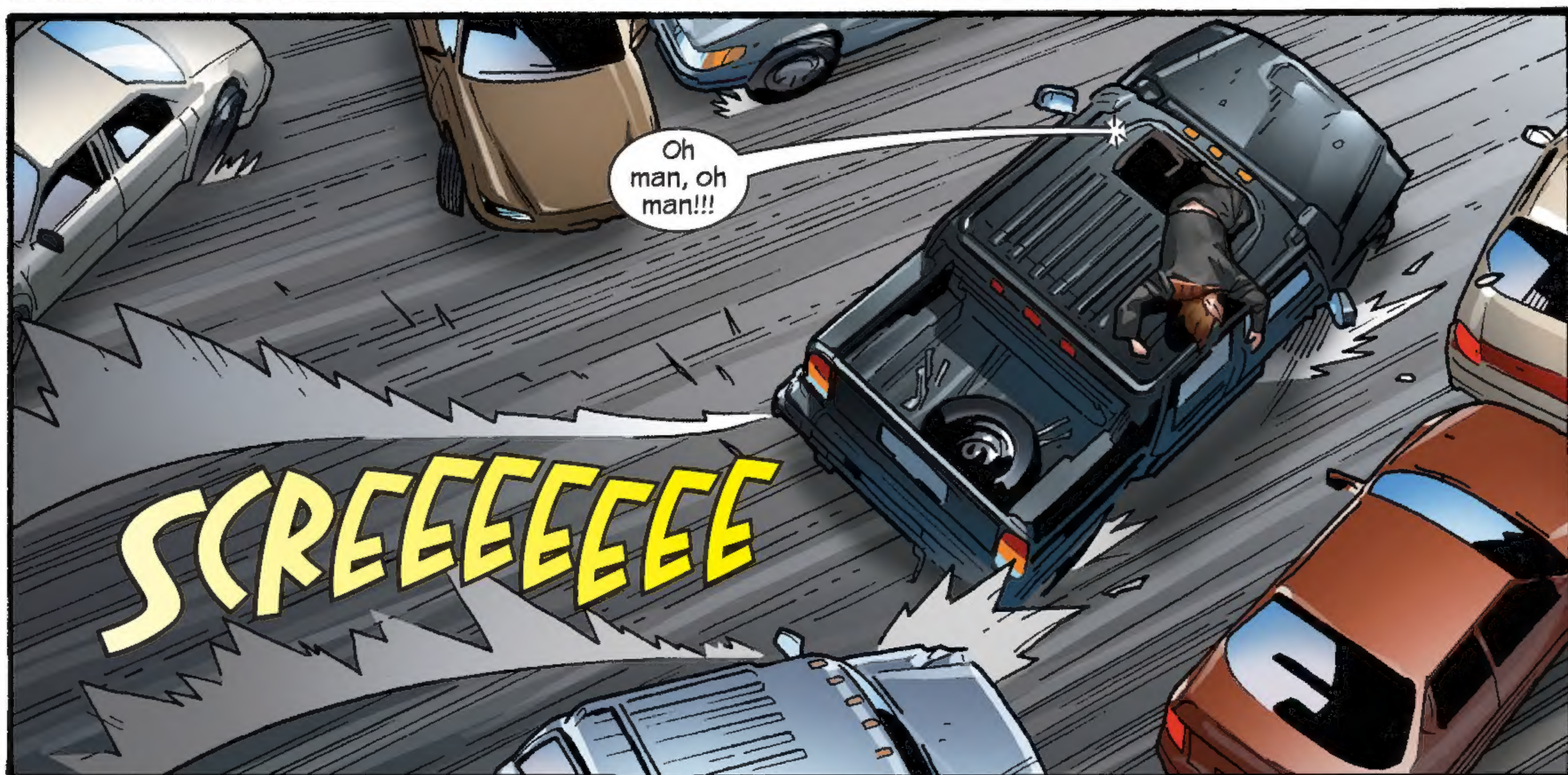
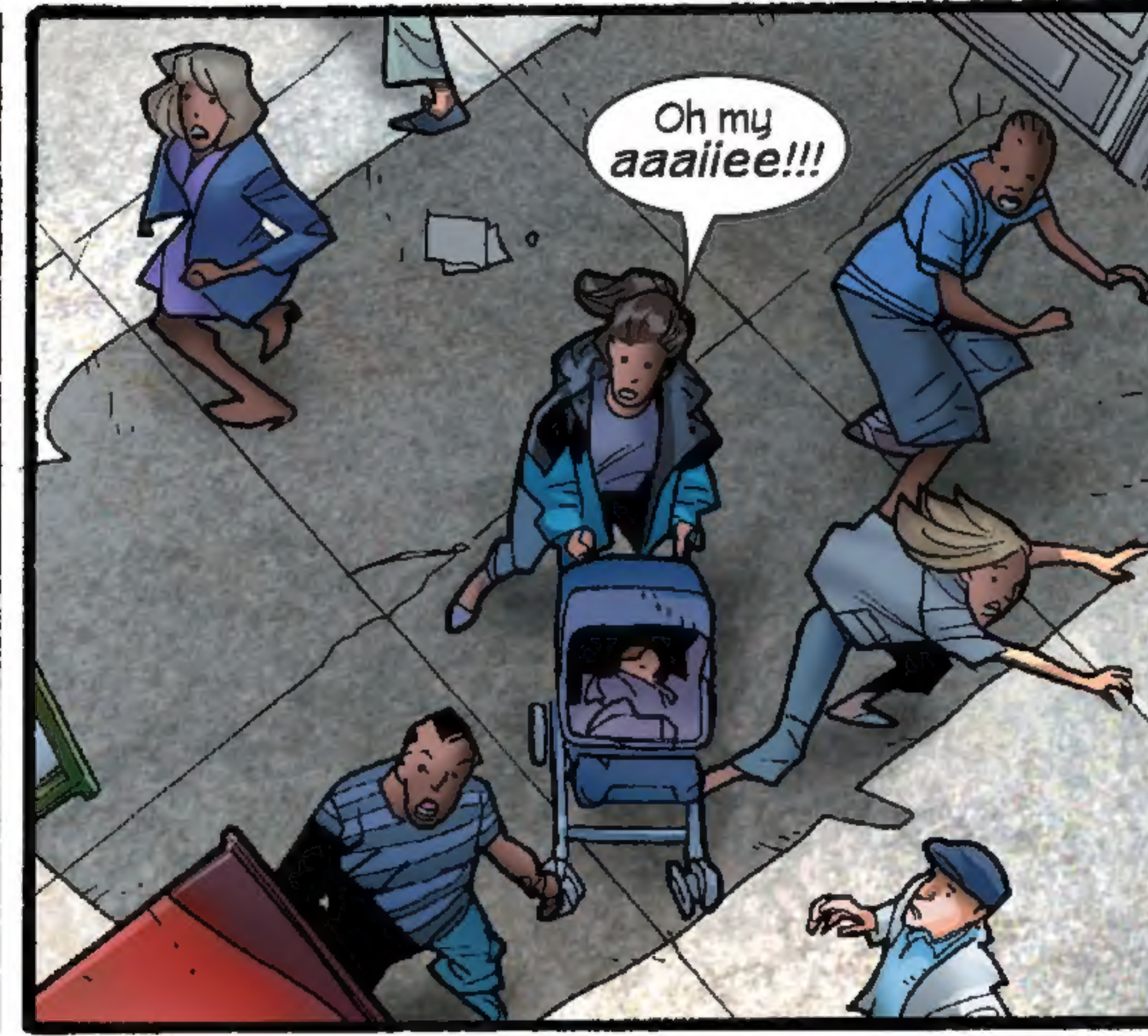
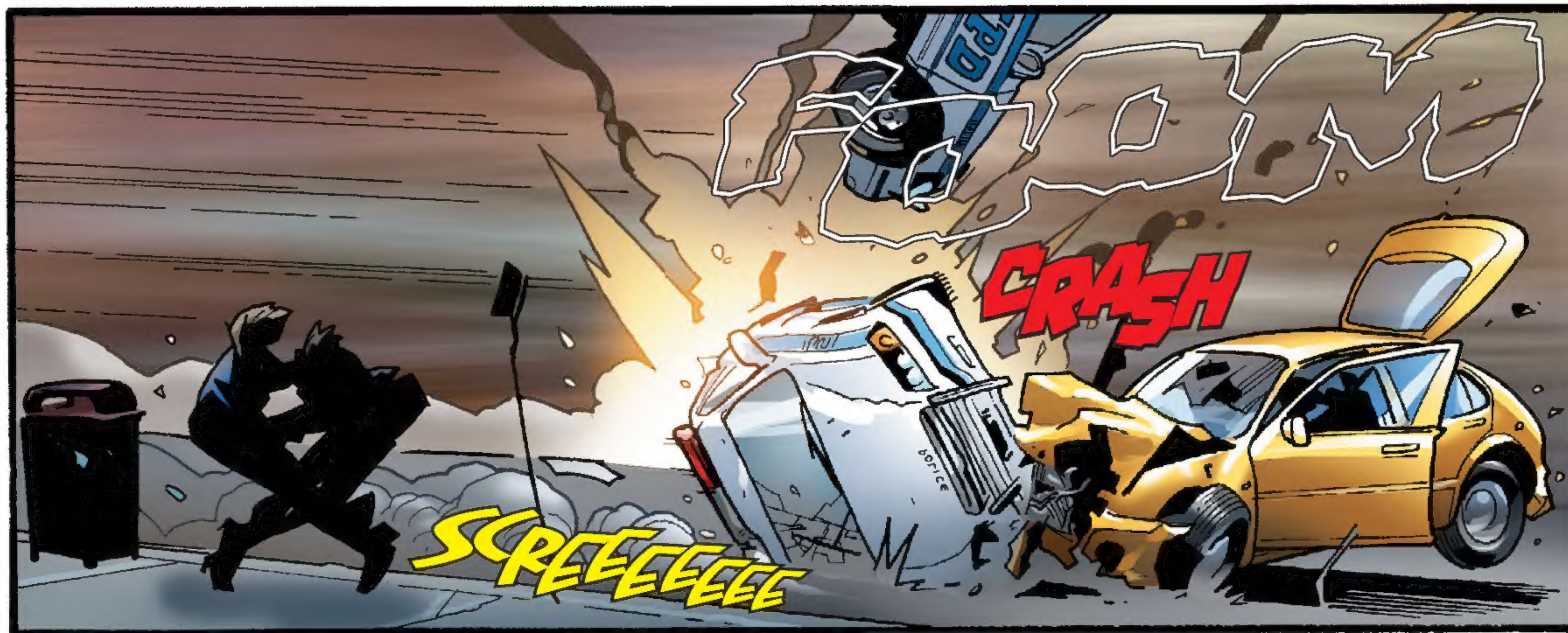
**Dan
Buckley**
PUBLISHER

Cover: Stuart Immonen & Richard Isanove

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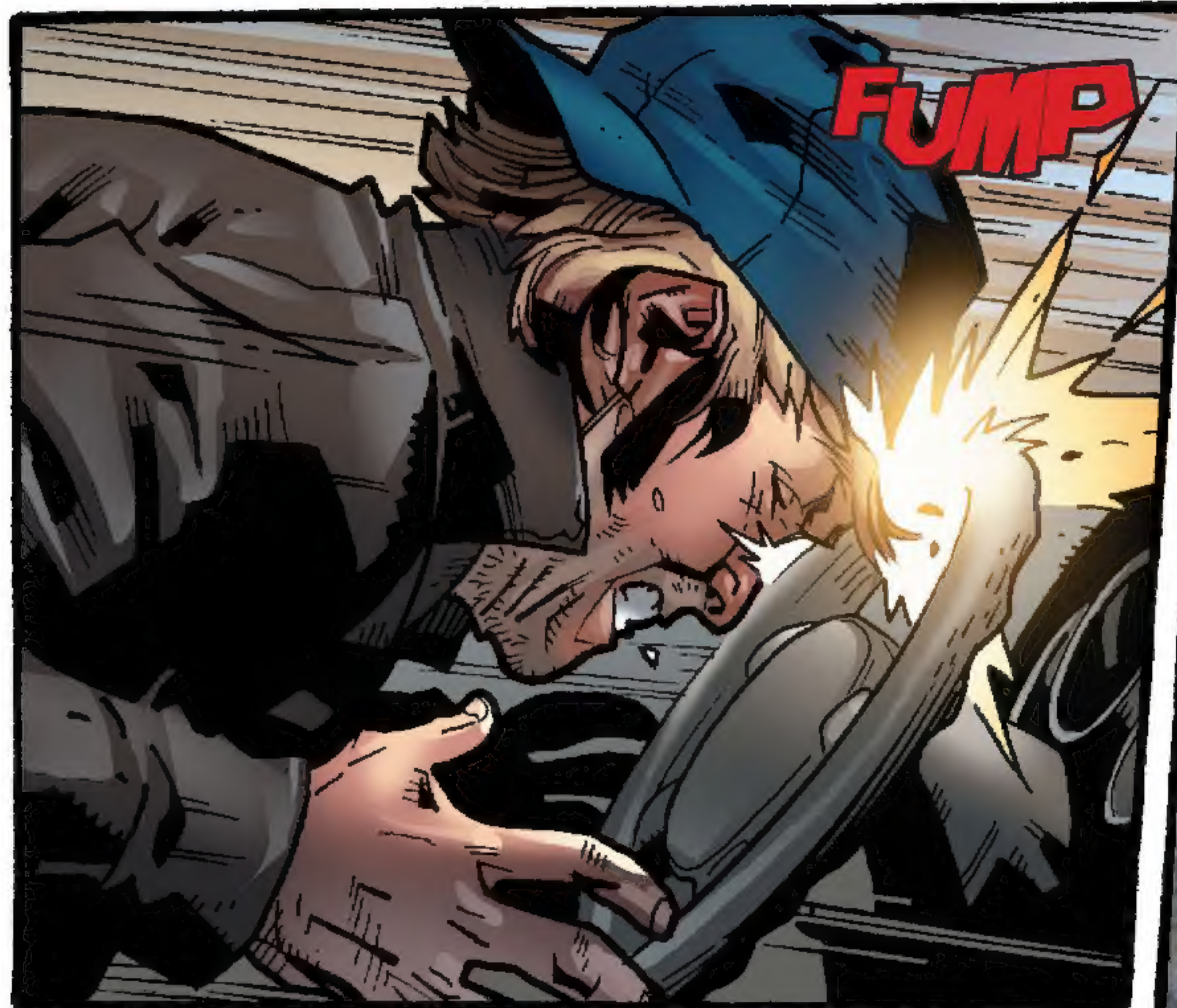


VARRROOOOMMM

AAHHH!!!



CACHUNK



FUMP



Kitty??

Hey...

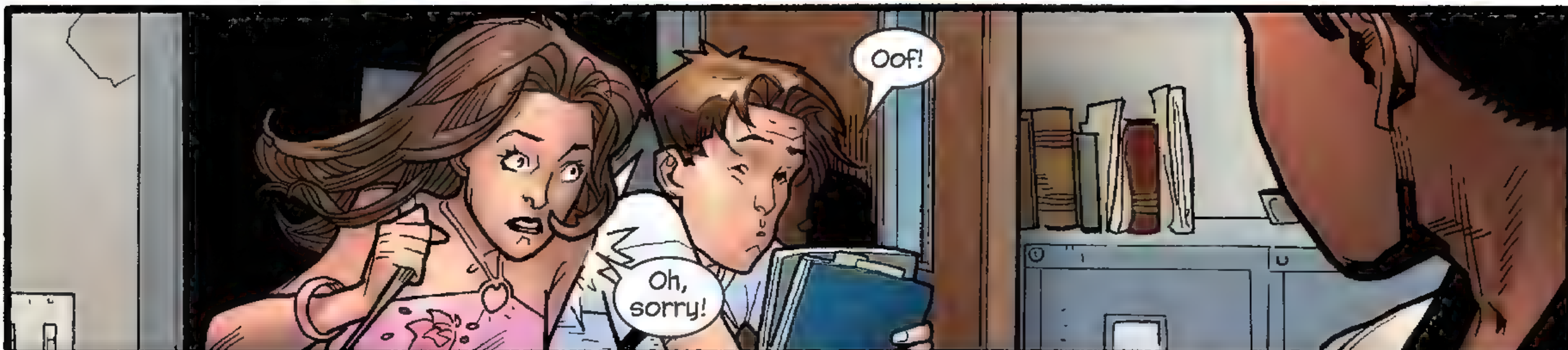
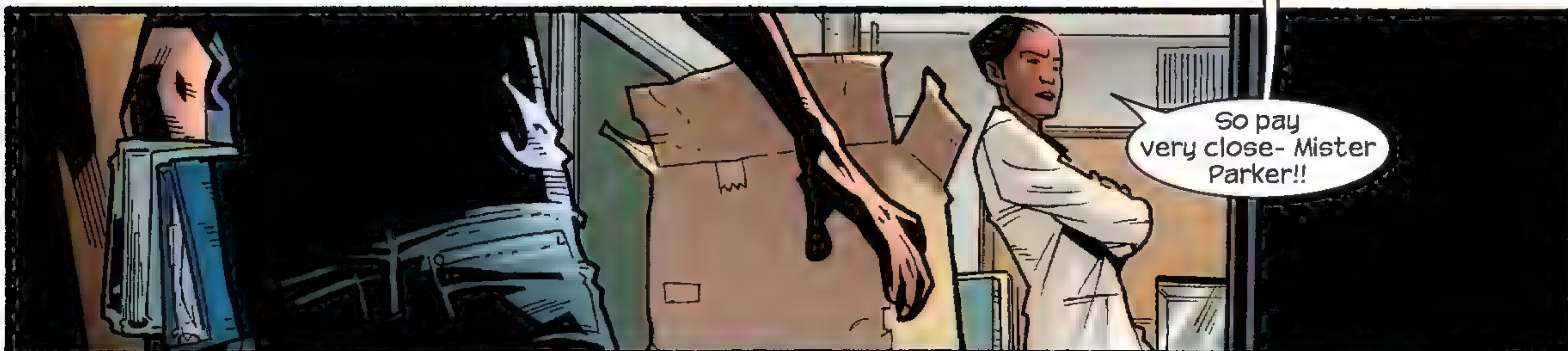
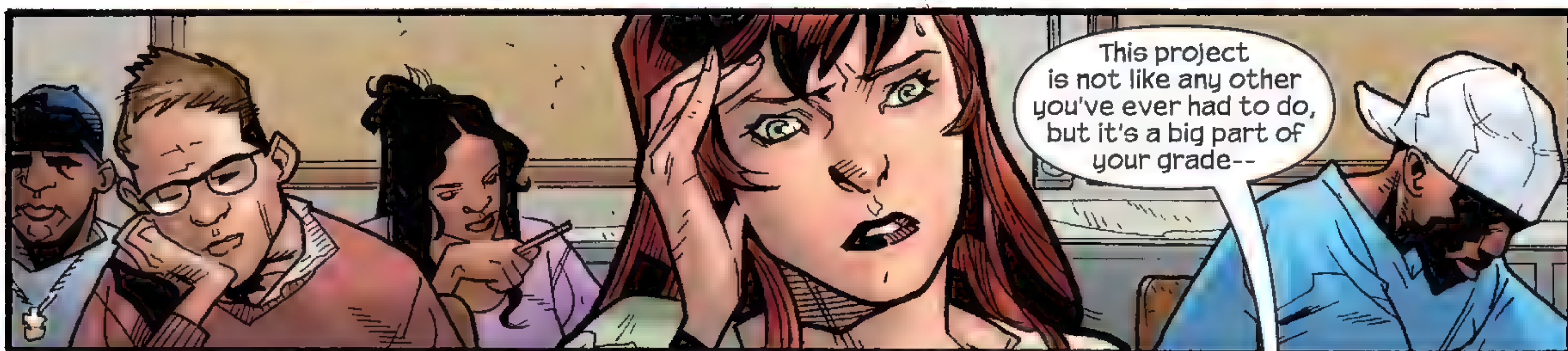
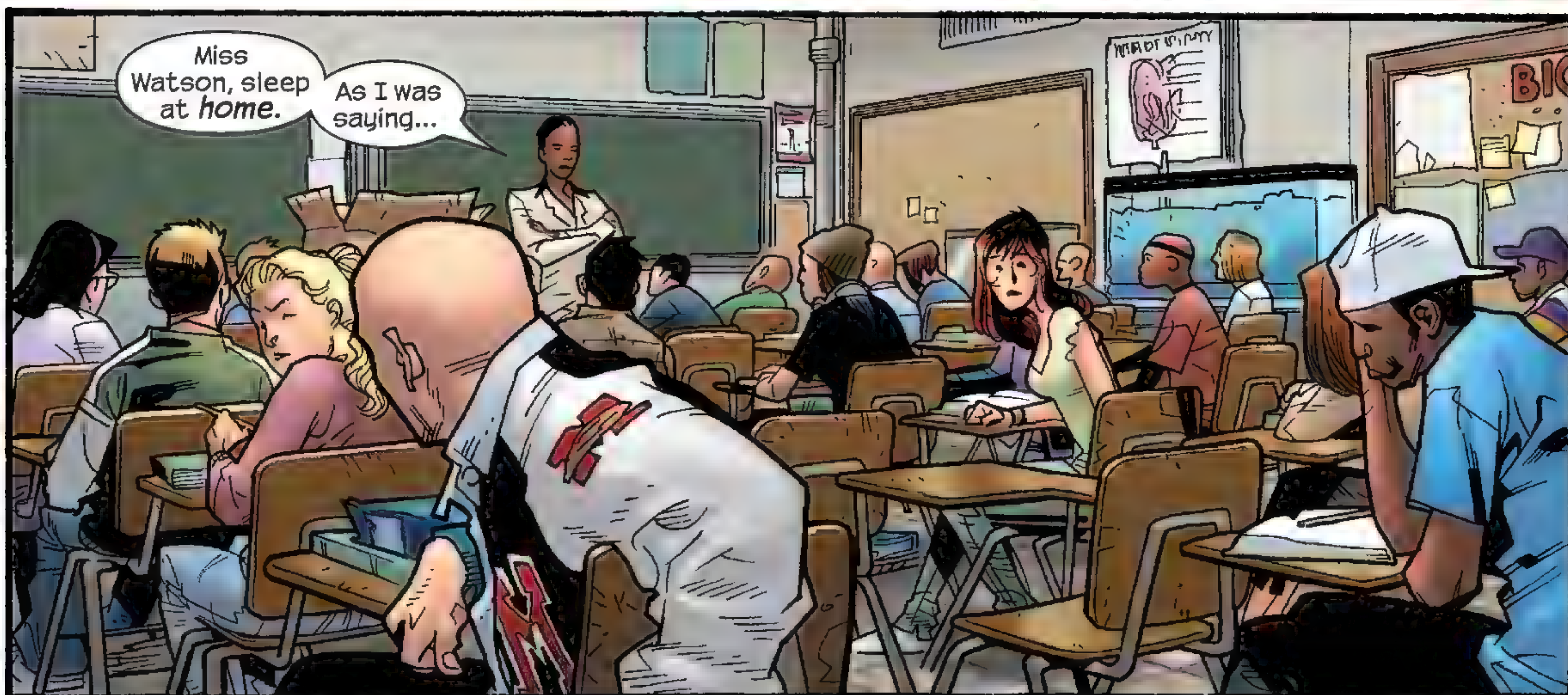
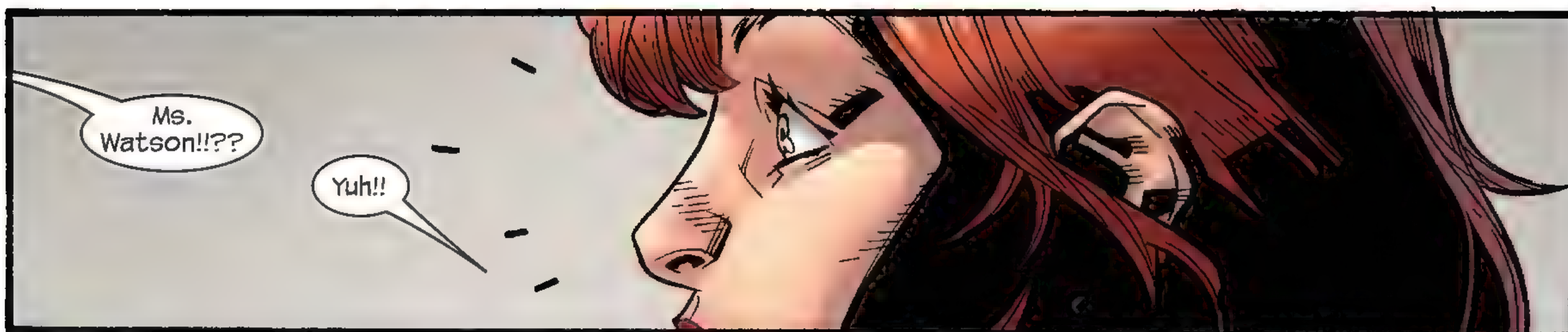
Nice.

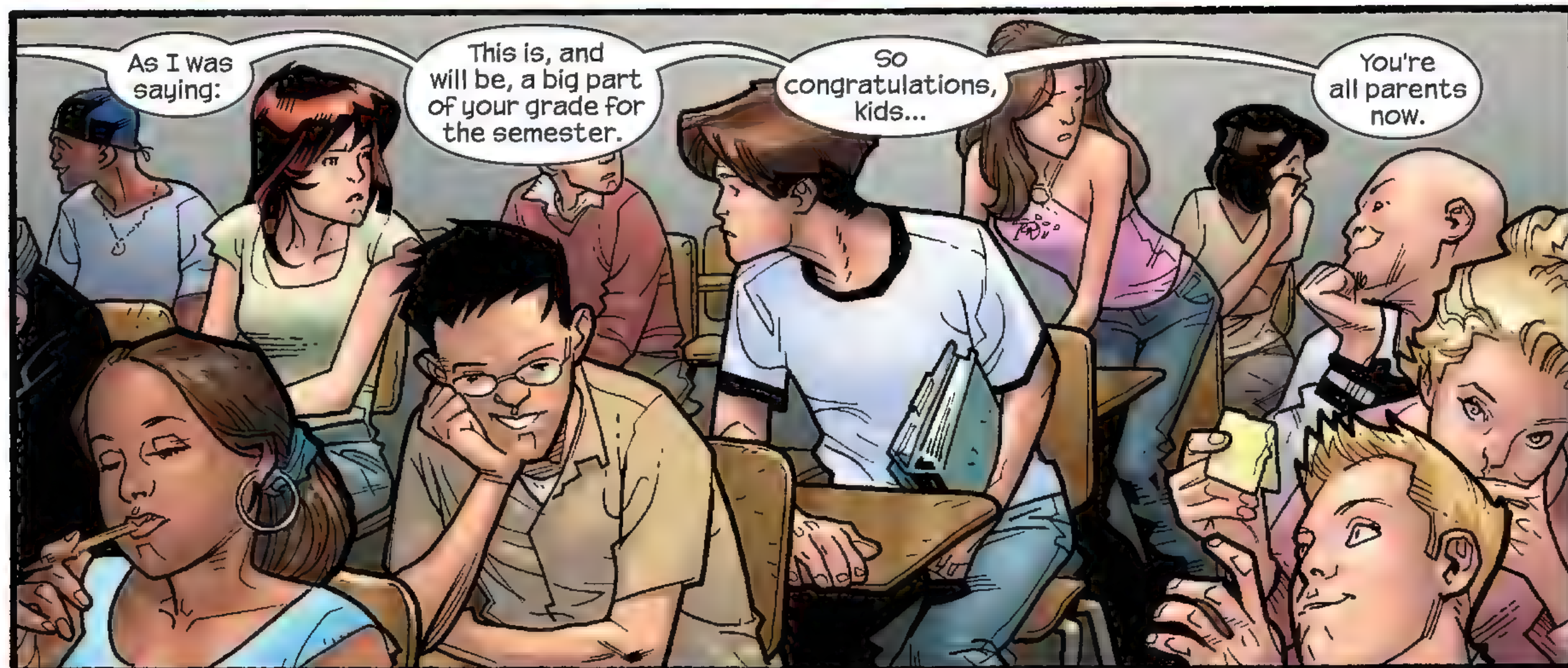
Thanks.

What did you just do there?





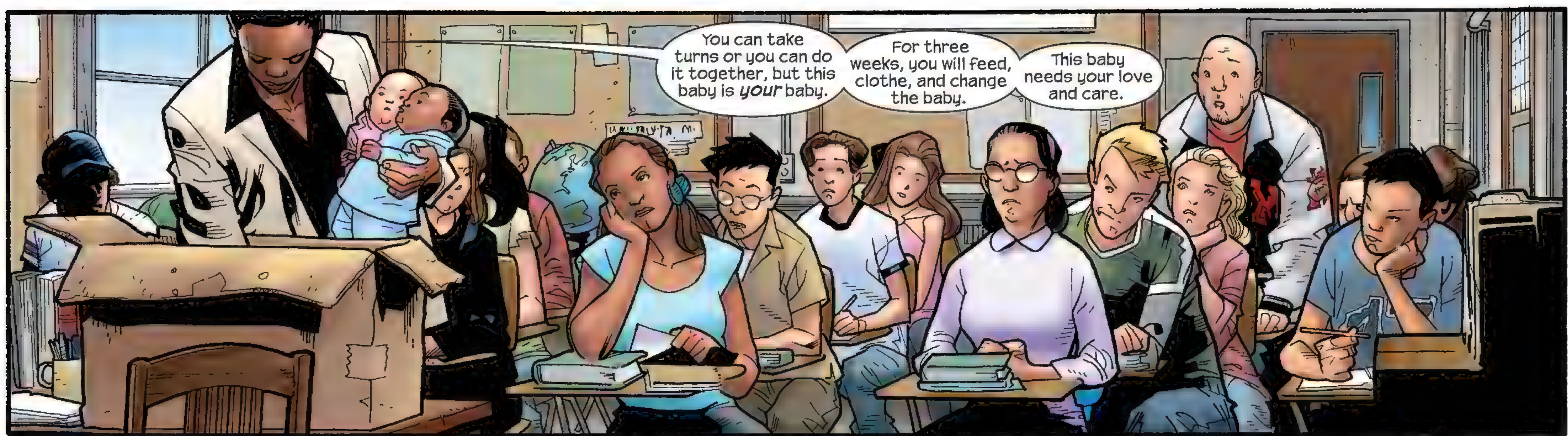




You will be split into pairs, into couples, and you will be caring for this baby.

You will make a comprehensive log of your actions for the next three weeks.

This baby never leaves your person. This baby never leaves your sight.



You can take turns or you can do it together, but this baby is *your* baby.

For three weeks, you will feed, clothe, and change the baby.

This baby needs your love and care.



Do not *lose* this baby. Do not *damage* this baby.

This baby is school property and if you *lose* it, you will have to pay mucho dollars to replace it and you will *fail*.

I have put you into couples. These are not up for debate.

Flash and Liz. Mazel tov, it's a boy.

Kenny and Izzy.

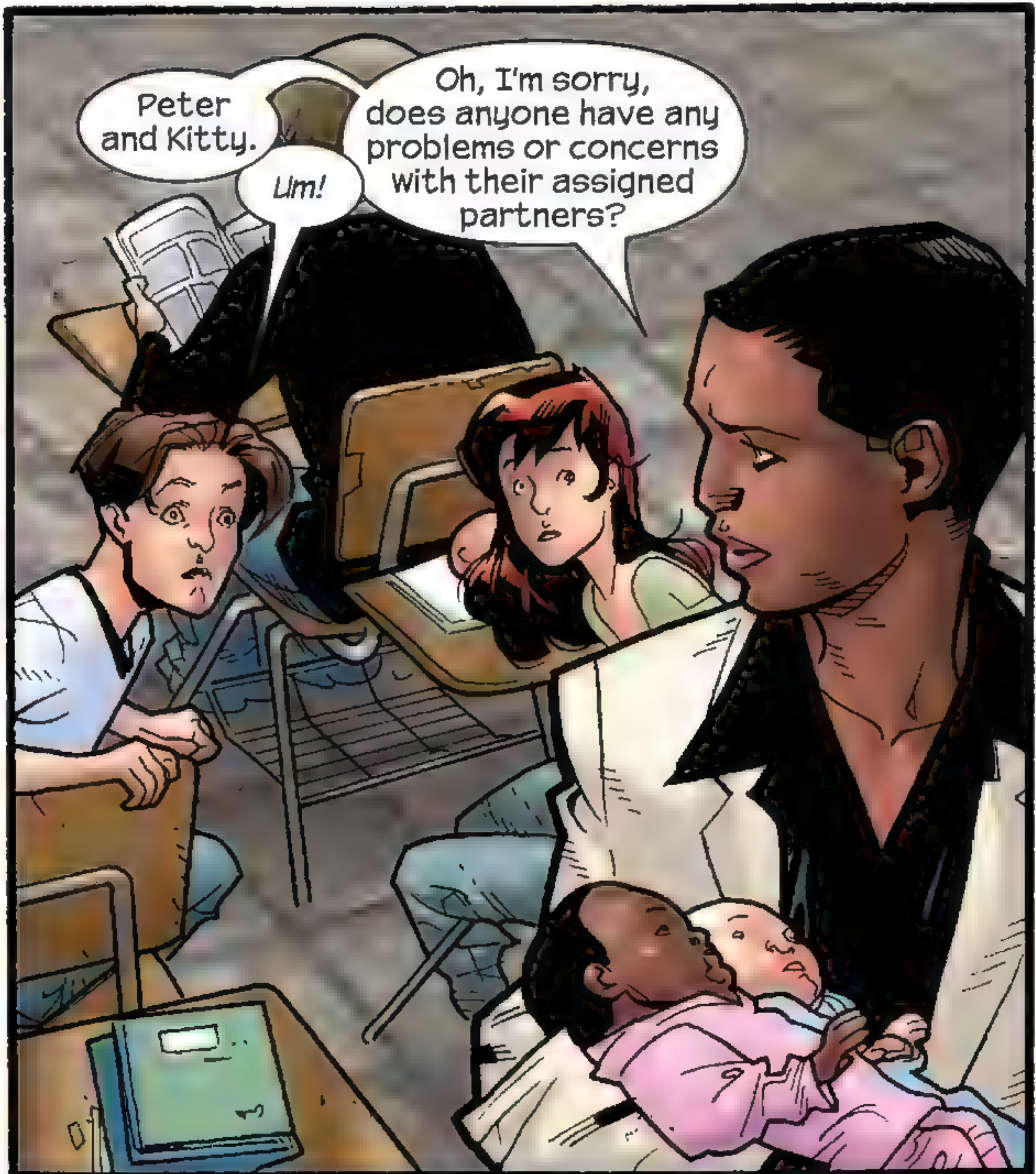
But we're both dudes.



If you say so.

MJ and Brad.

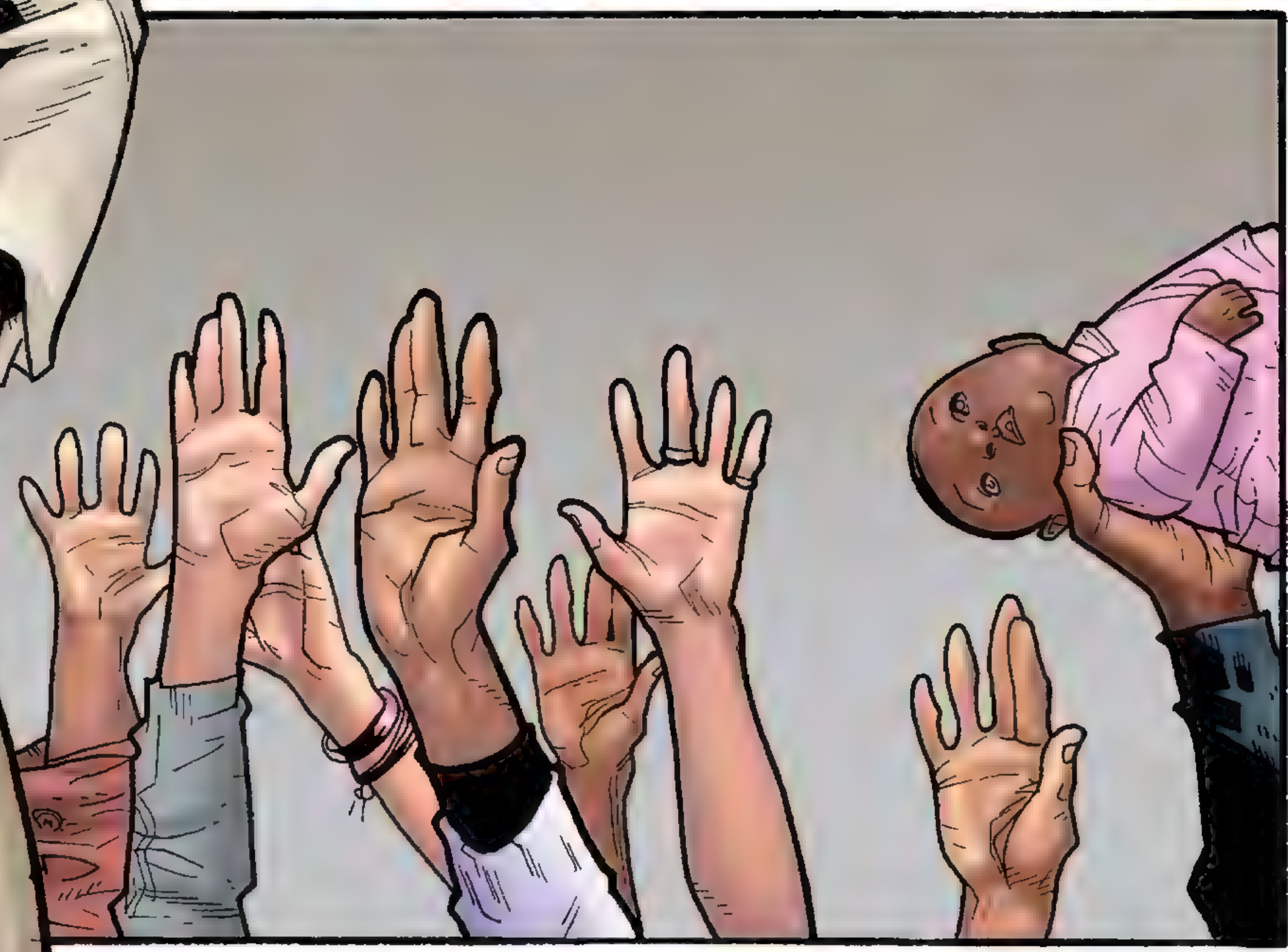
Um.



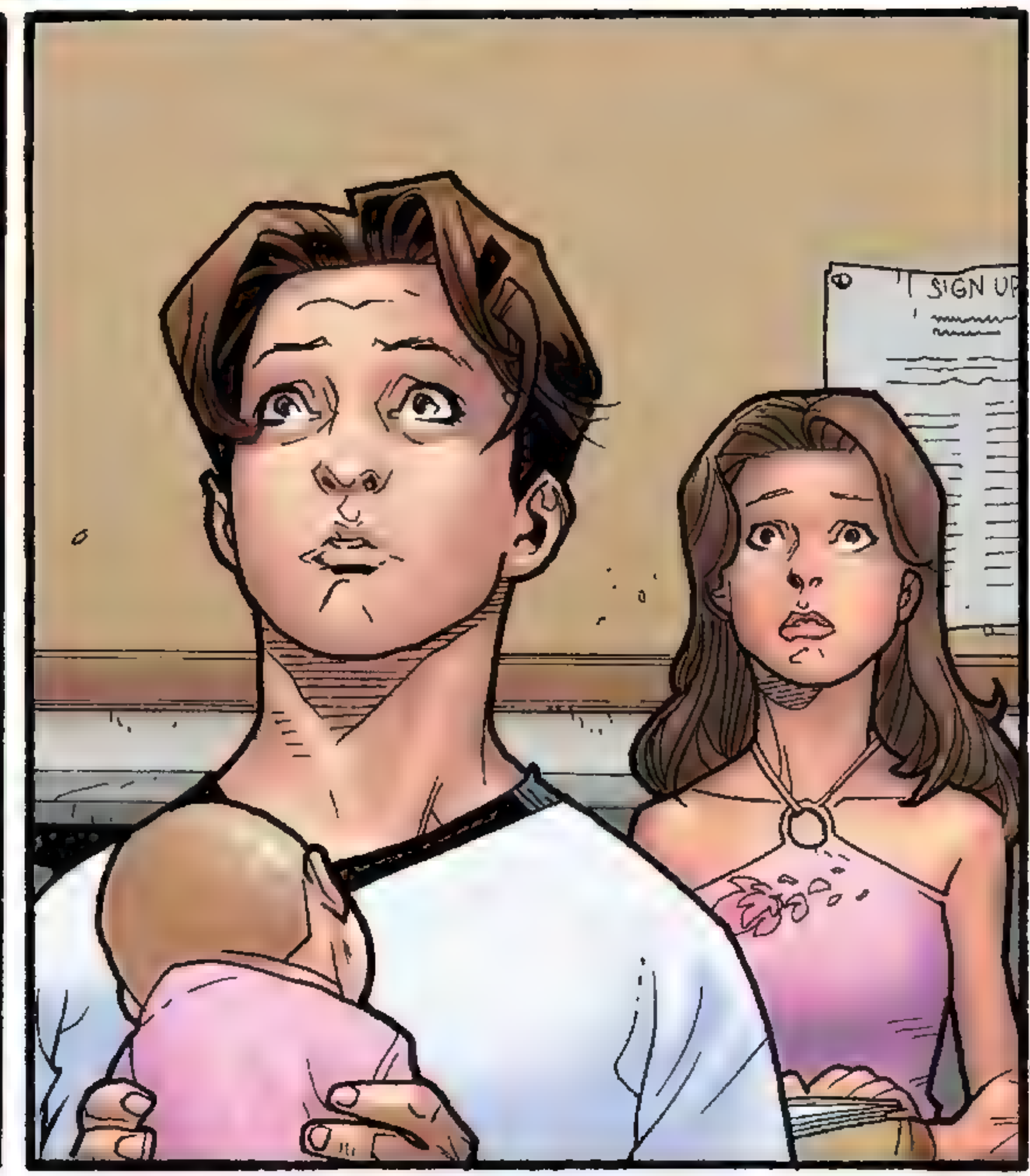
Peter and Kitty.

Um!

Oh, I'm sorry, does anyone have any problems or concerns with their assigned partners?



Then know this: I do not care.

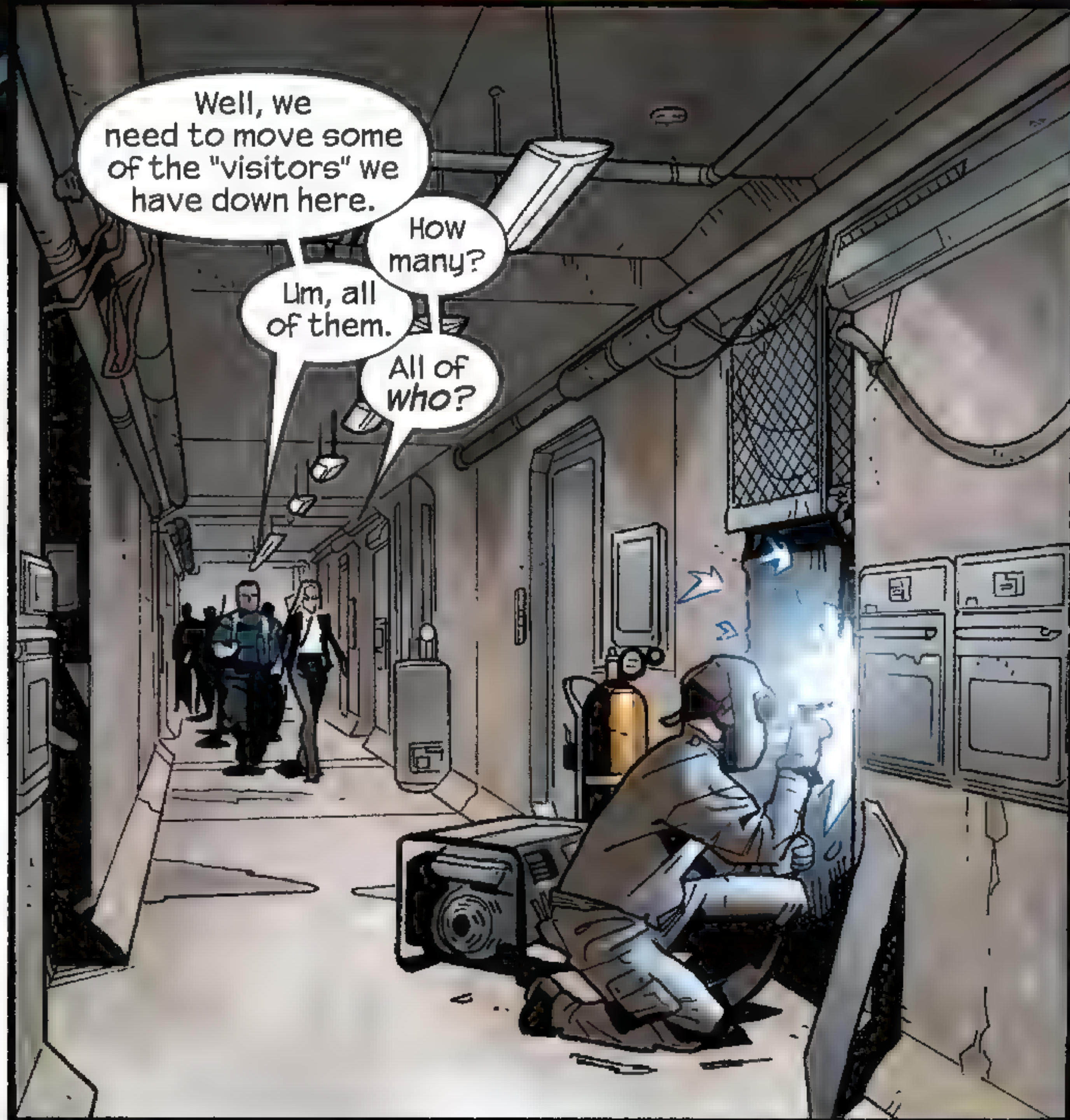




Captain
Danvers.

At
ease.

So
what's the
problem?



Well, we
need to move some
of the "visitors" we
have down here.

How
many?

Um, all
of them.

All of
who?



Ma'am. The
structure of the
building is not
sound.

We need to
do massive repairs,
and with the people
we have here...

We need
to make some sort
of schedule and see
if the Ultimates will
be available for
detail.

Oh,
man!



Is this
him?

This
is.

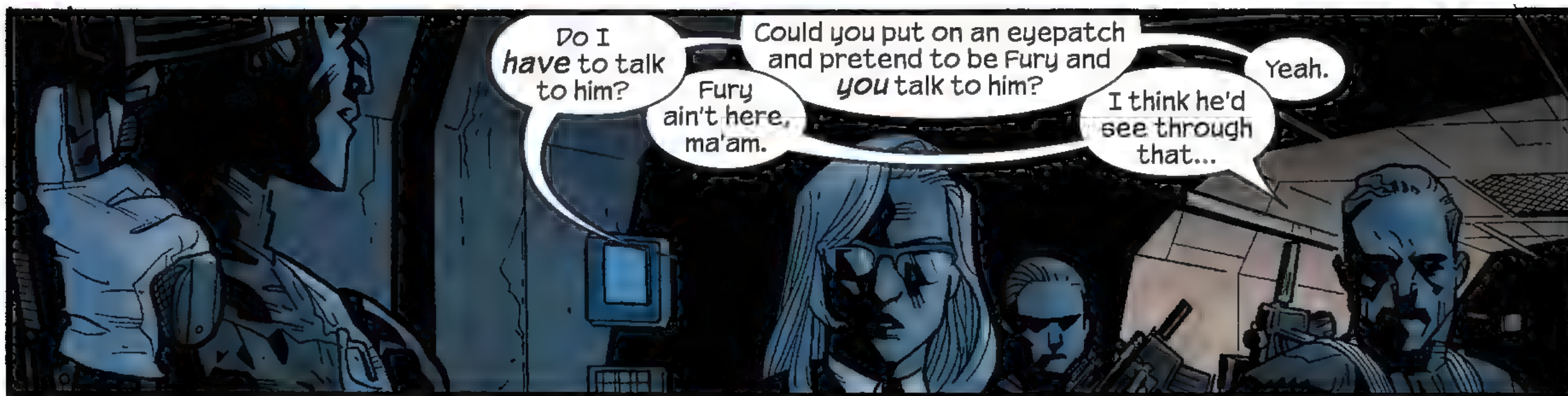
I've
never met
him.

What
does he
want?

He wants
to talk to
Nick Fury.

Well,
Nick Fury isn't
here.

Yeah, uh,
we know...



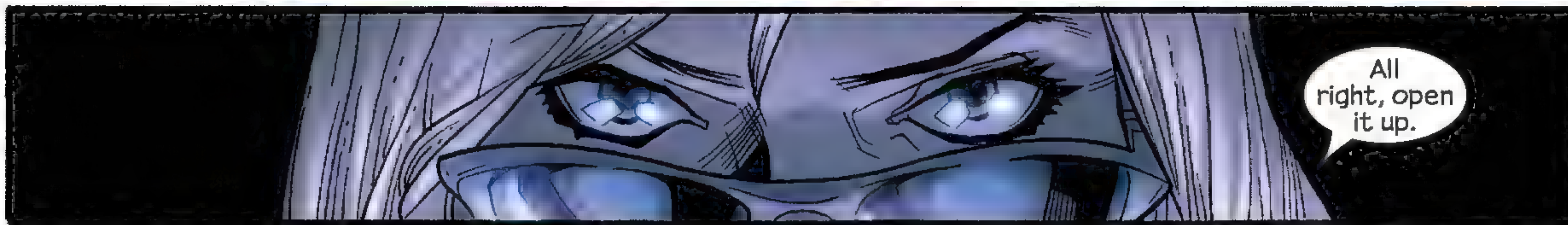
Do I
have to talk
to him?

Could you put on an eyepatch
and pretend to be Fury and
you talk to him?

Fury
ain't here,
ma'am.

I think he'd
see through
that...

Yeah.



All
right, open
it up.



Norman Osborn.

Who are you?

I'm Captain Carol Danvers.

What can I do for you, Mister Osborn?

I want to talk to Fury.

Fury's not here. What can I do for you?

Where is he?

Not here.

I need to talk to *him*.

What can I do for you, Osborn?
We're very busy.

I'm ready to make my deal.

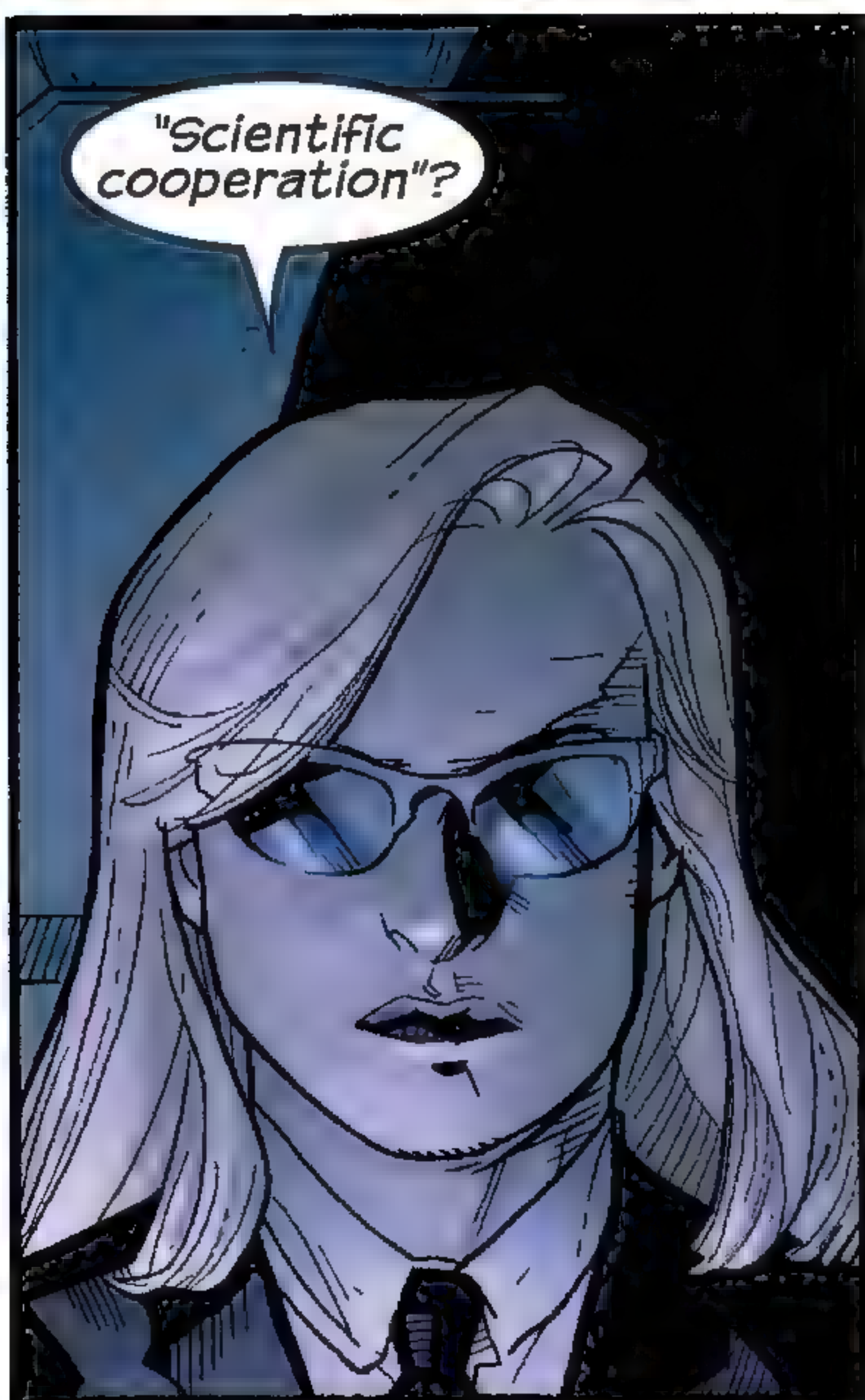
Oh, great!!

What deal is *that*, exactly?



Fury offered me a deal.

He- he offered me some "*privileges*" in return for my scientific cooperation.



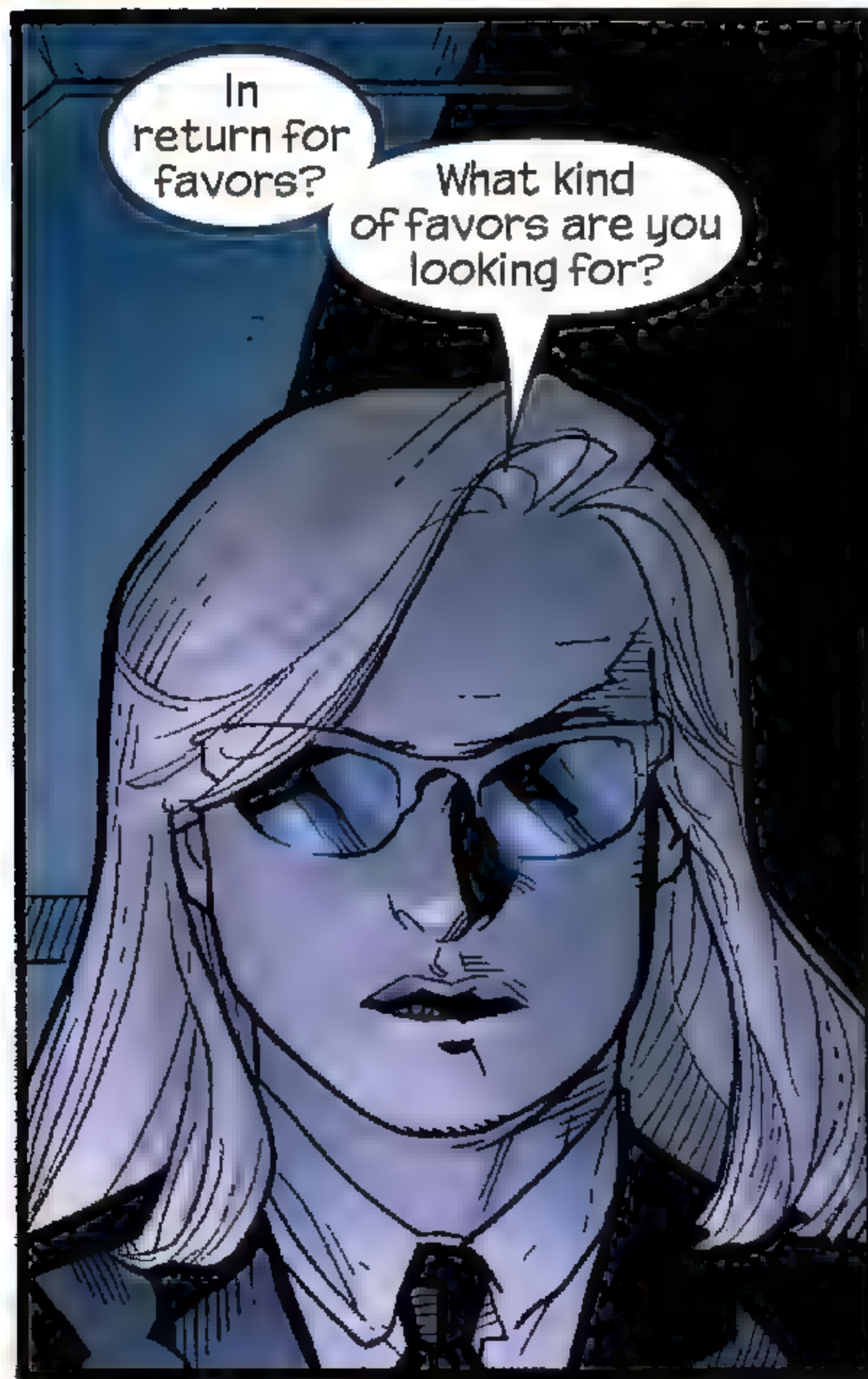
"Scientific cooperation"?



My acumen, my formulas.

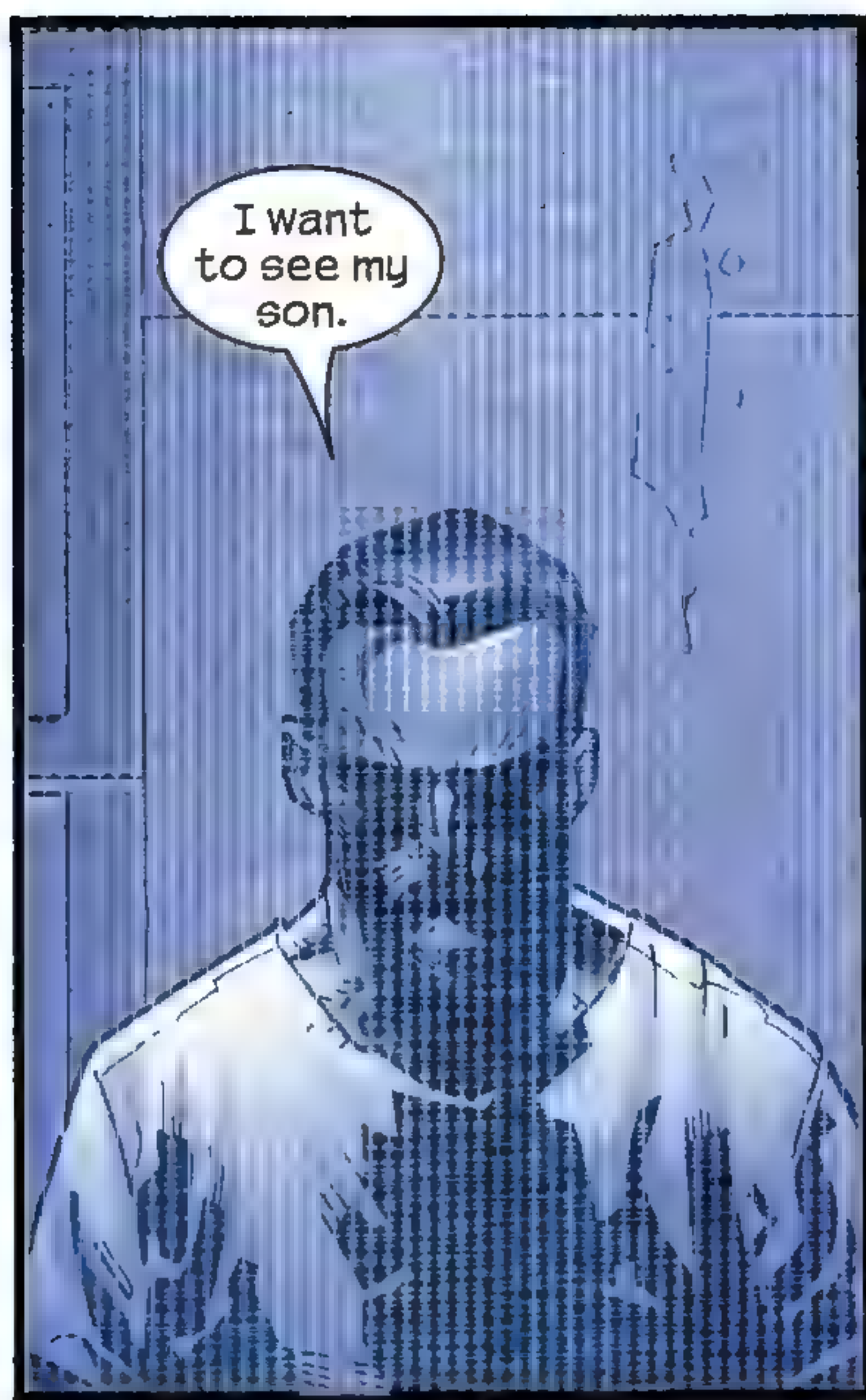
My brain.

He wants my brain.

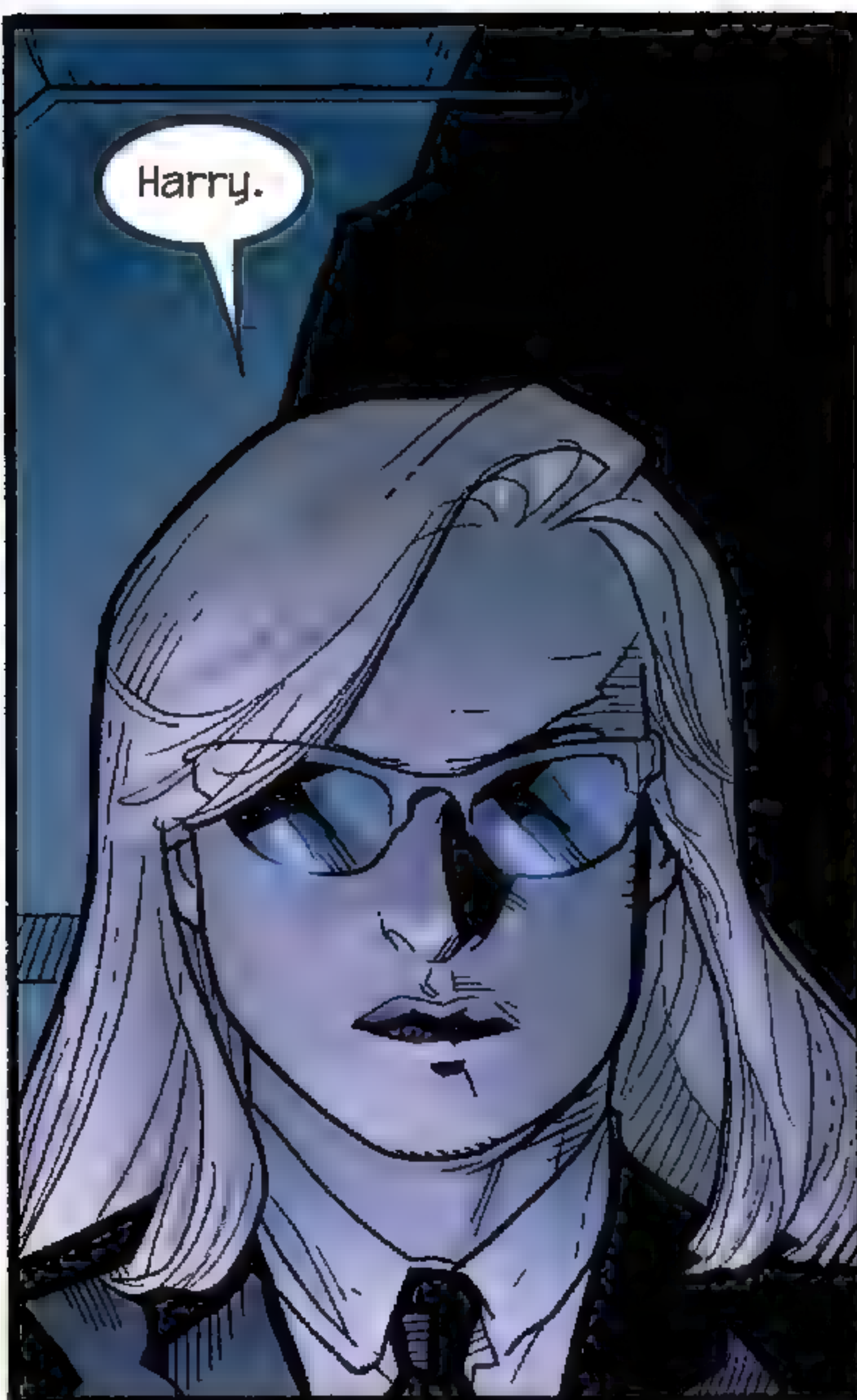


In return for favors?

What kind of favors are you looking for?



I want to see my son.



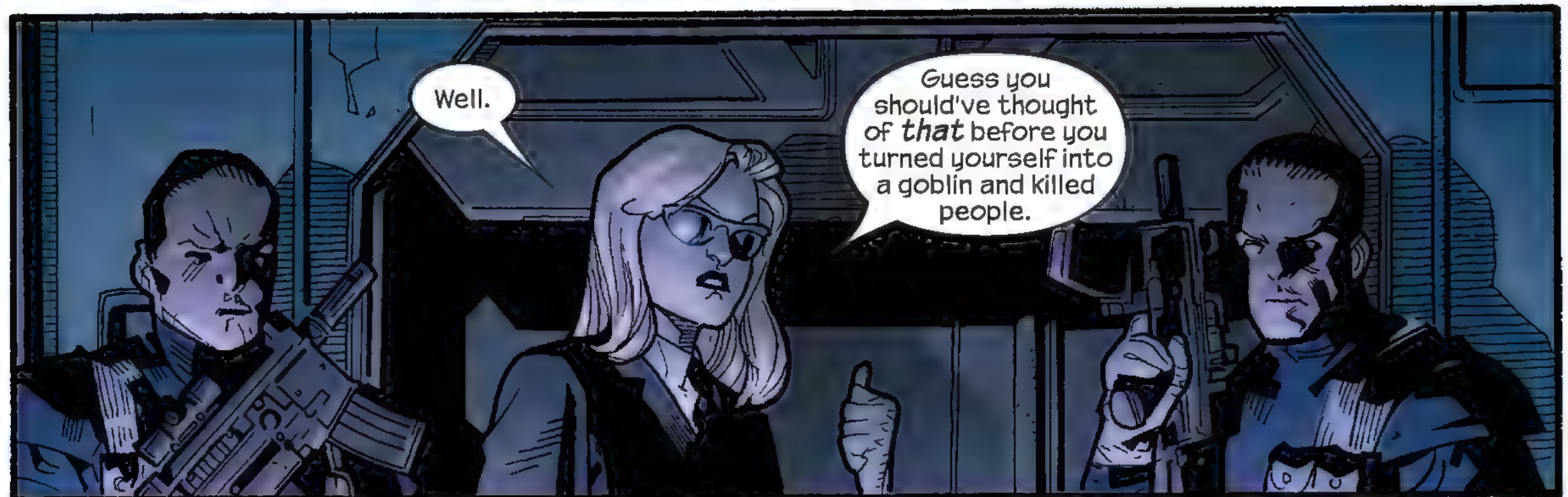
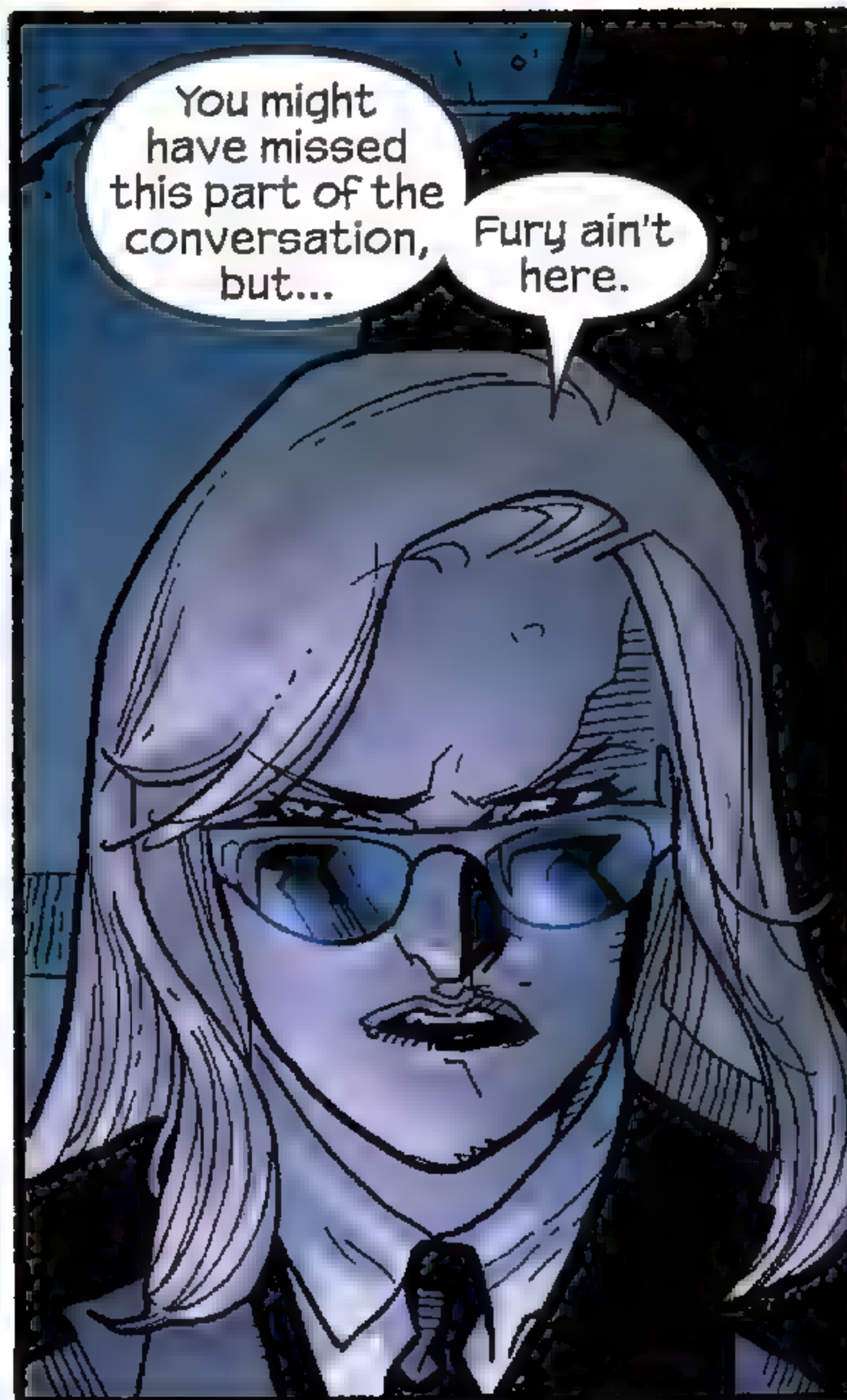
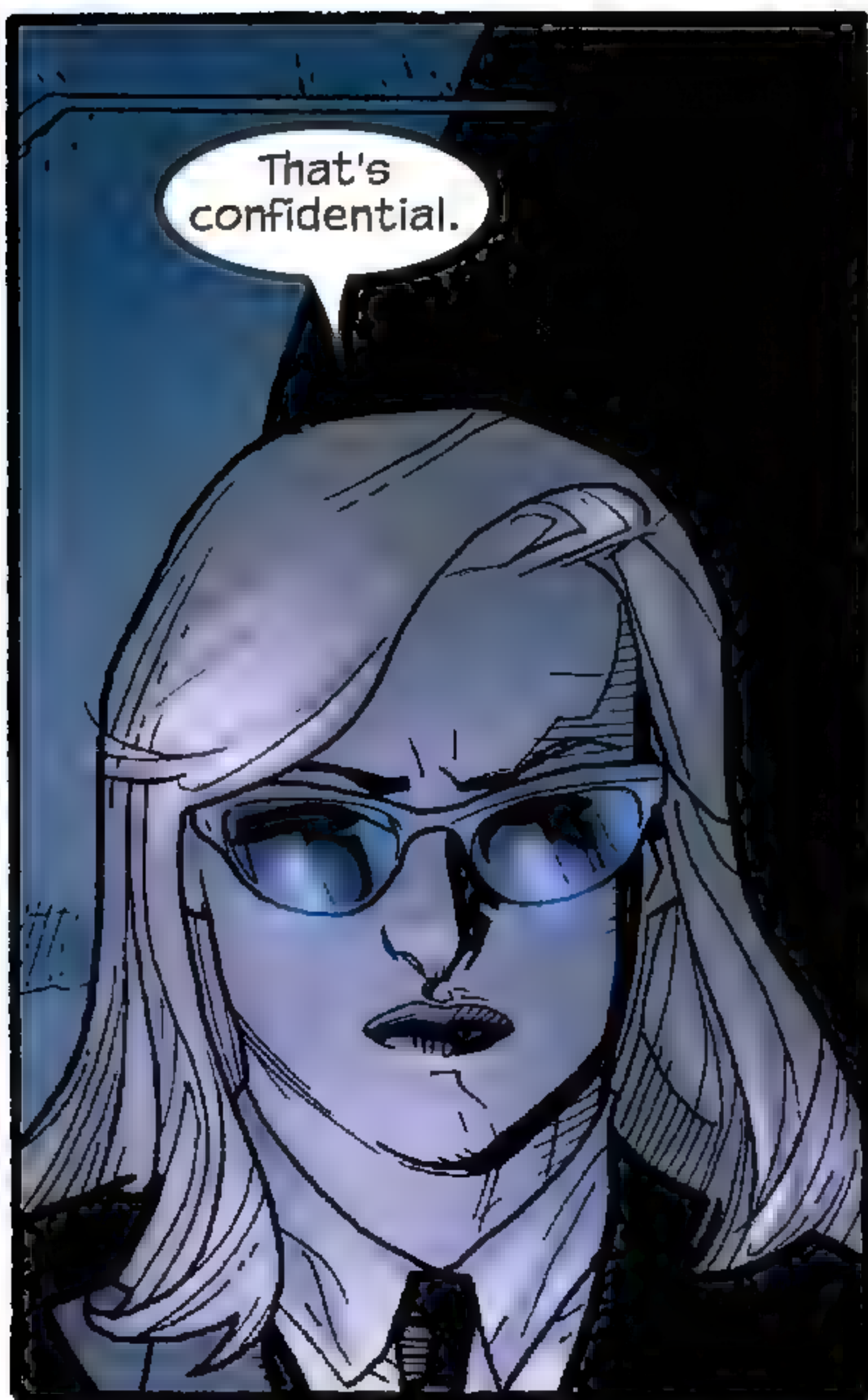
Harry.

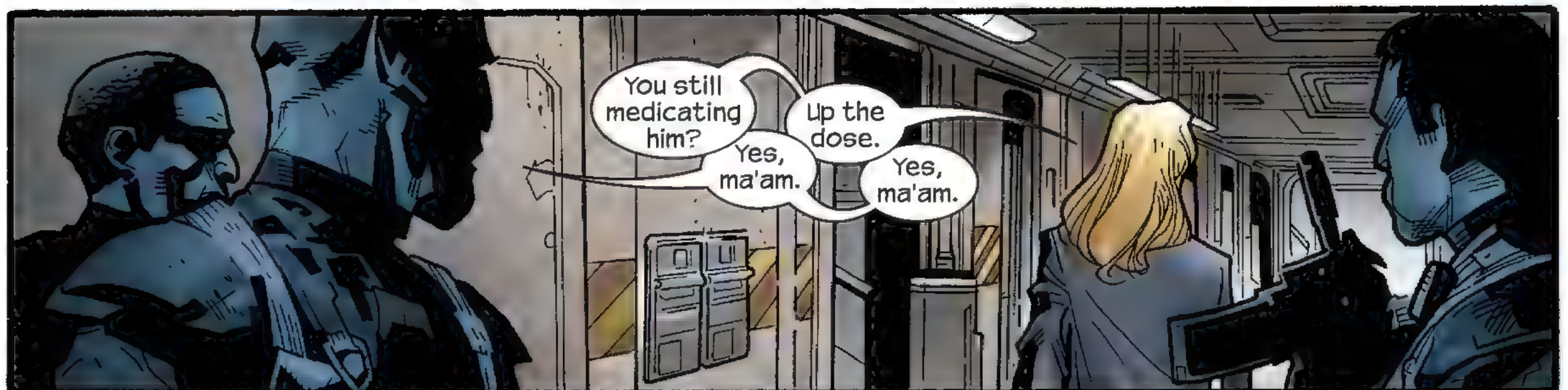
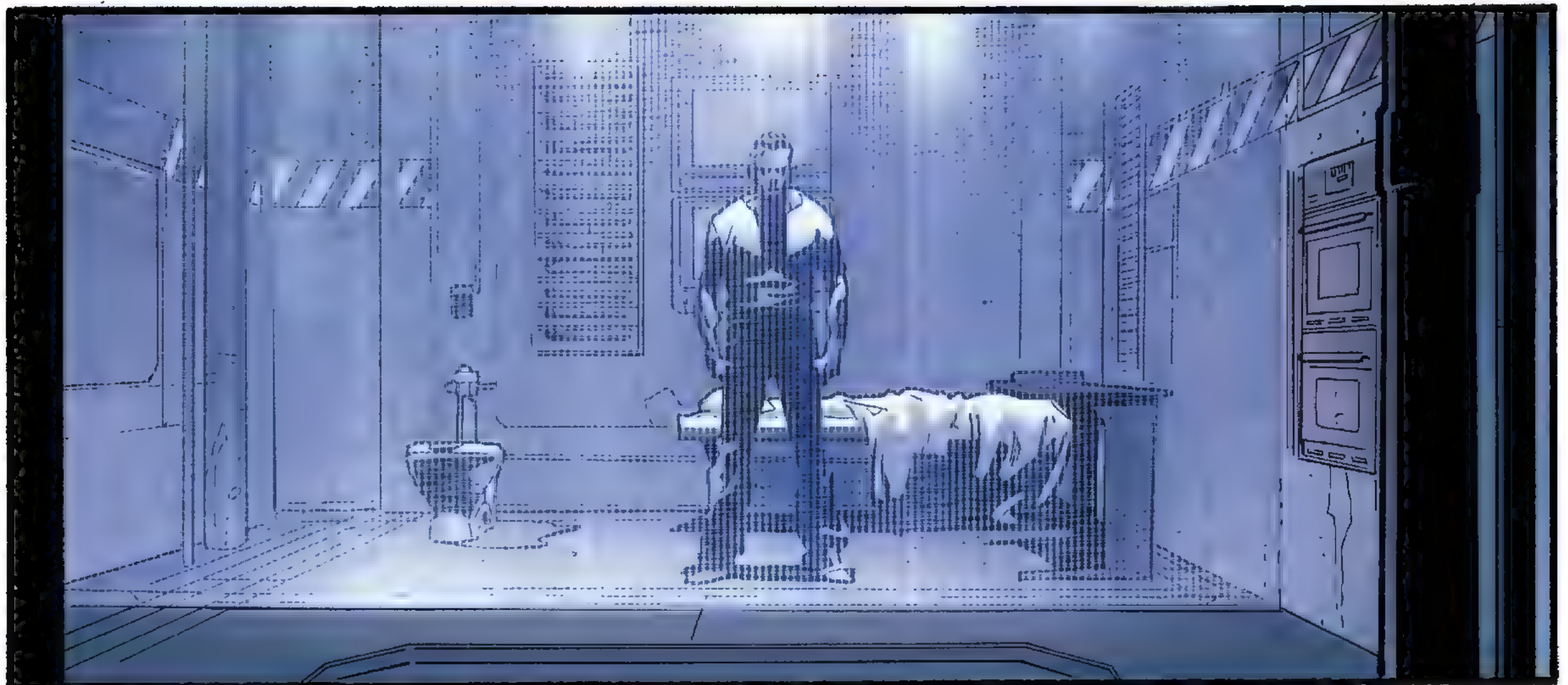
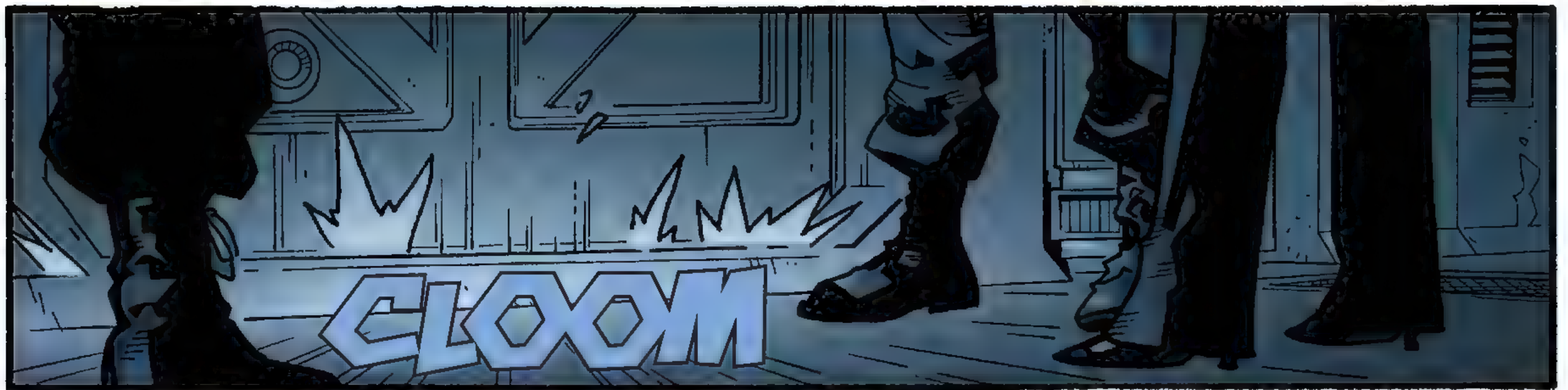


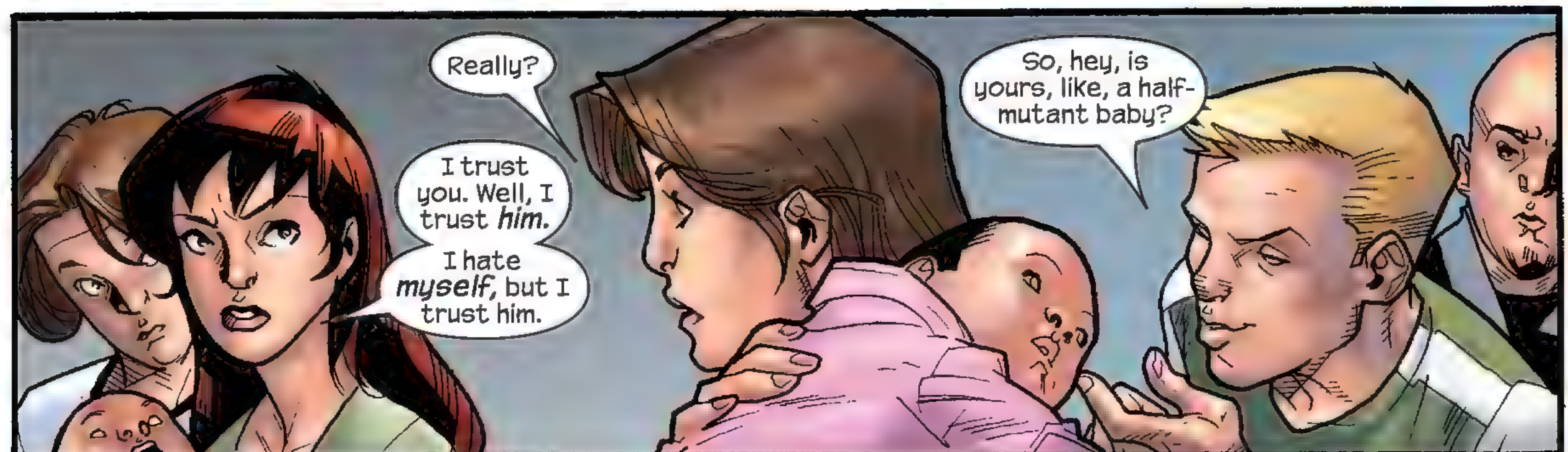
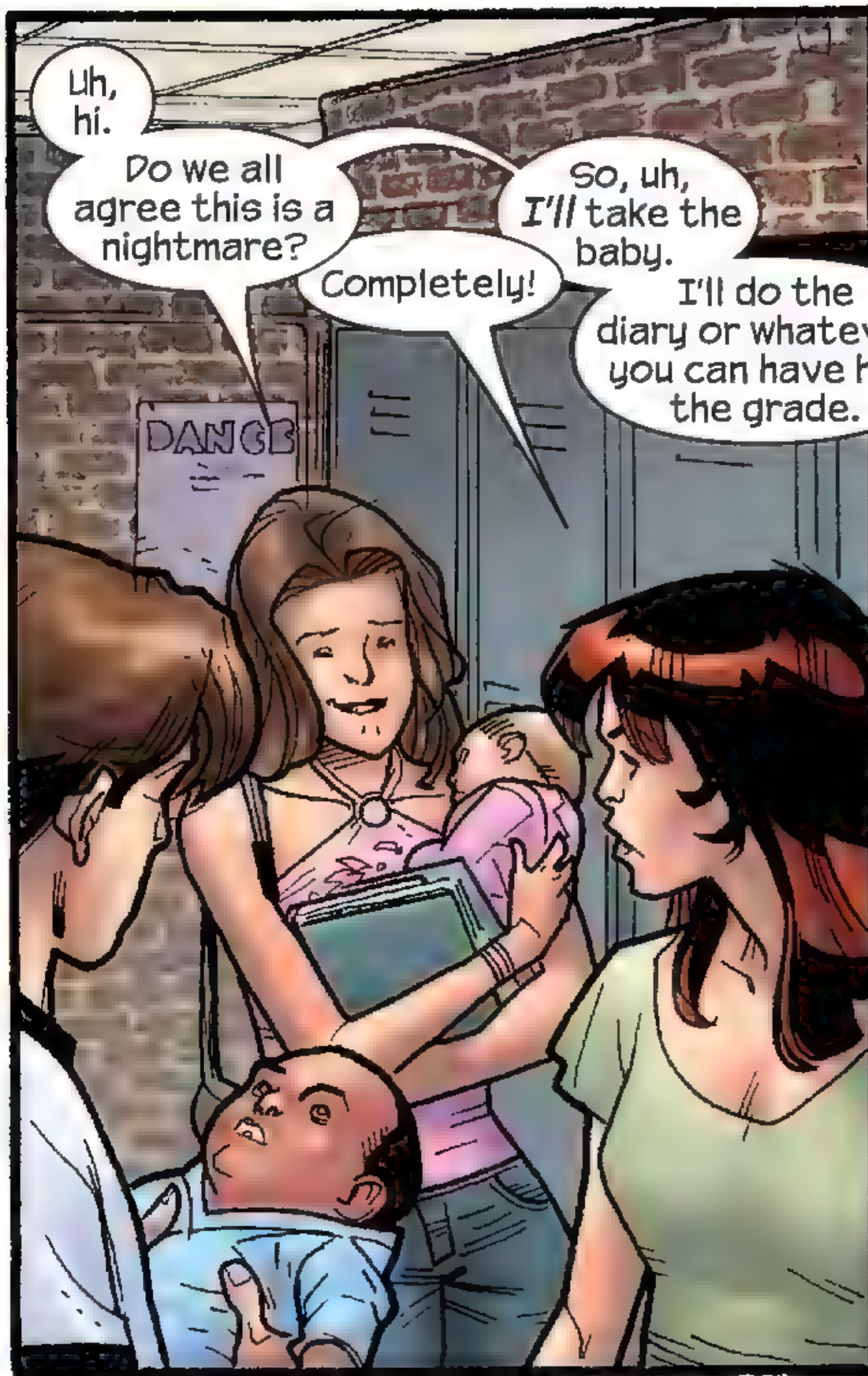
Where is he?

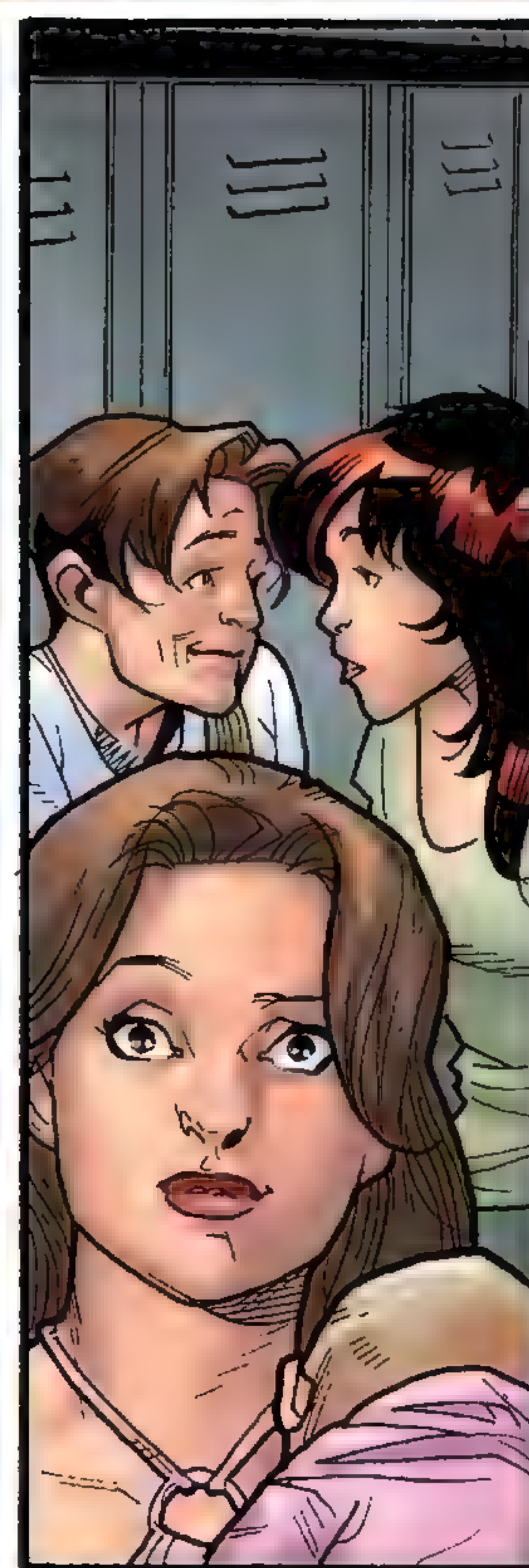
Is he in this place?

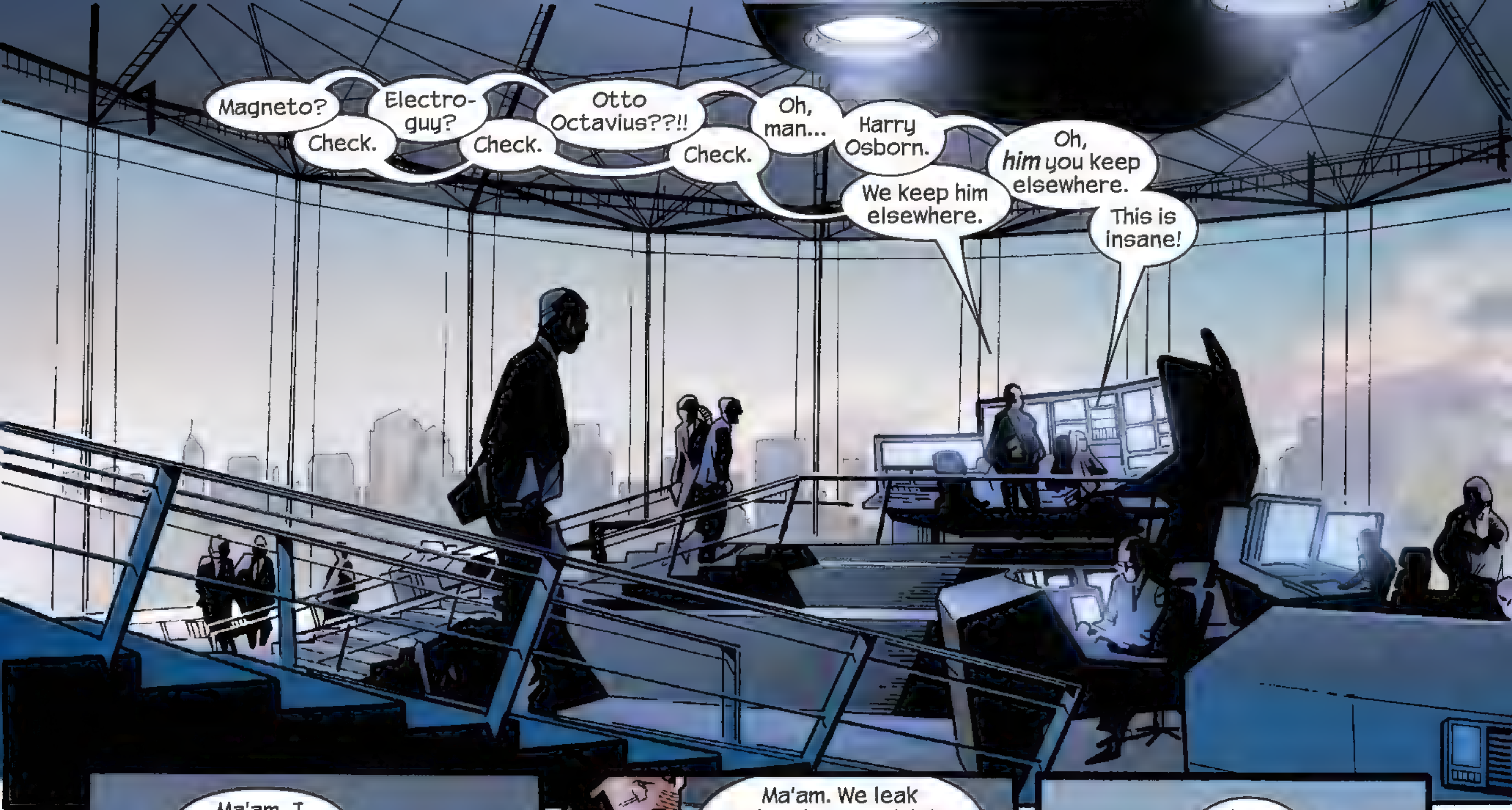
Where am I, exactly?











Magneto?

Check.

Electro-guy?

Check.

Otto Octavius??!!

Check.

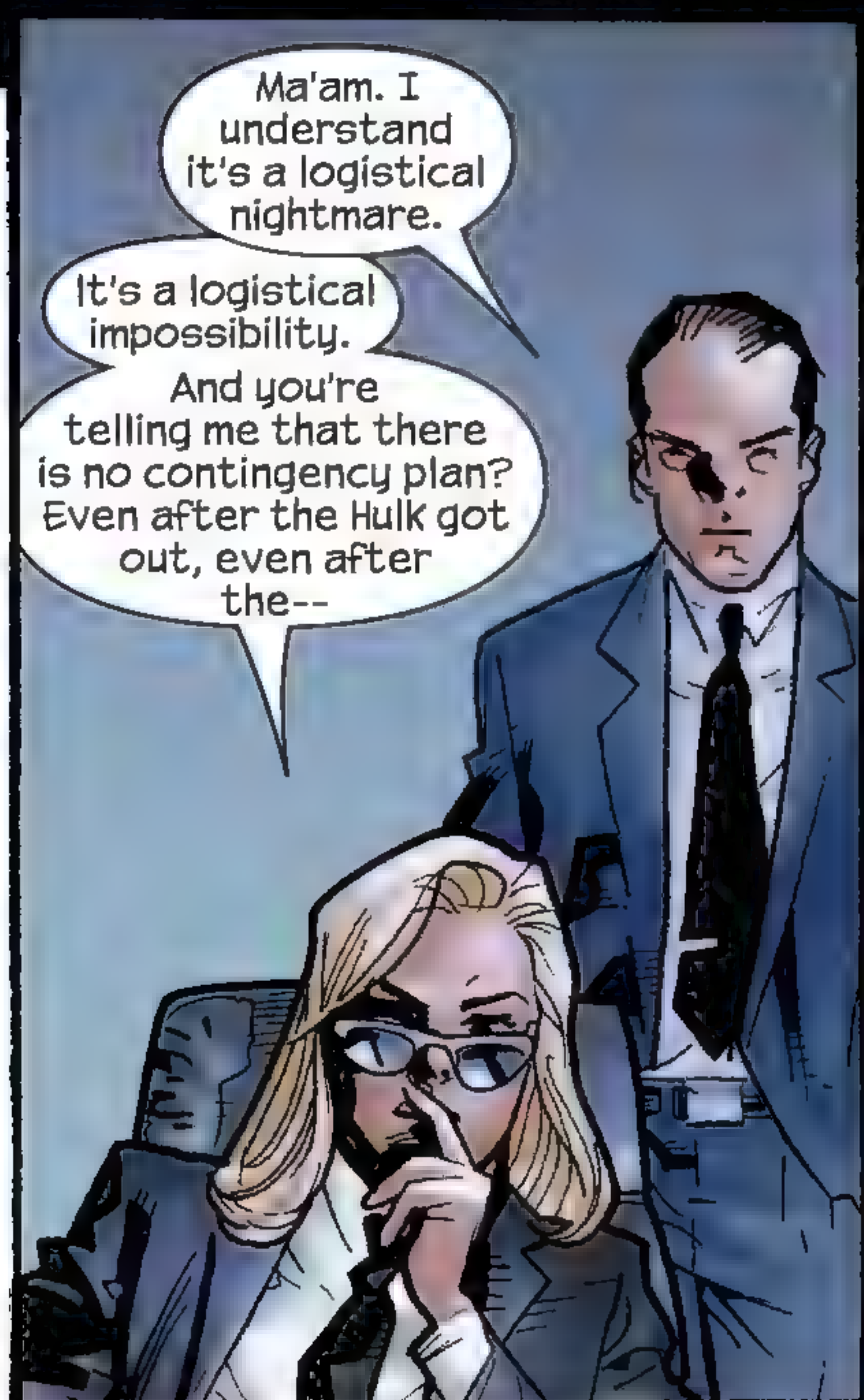
Oh, man...

Harry Osborn.

We keep him elsewhere.

Oh, him you keep elsewhere.

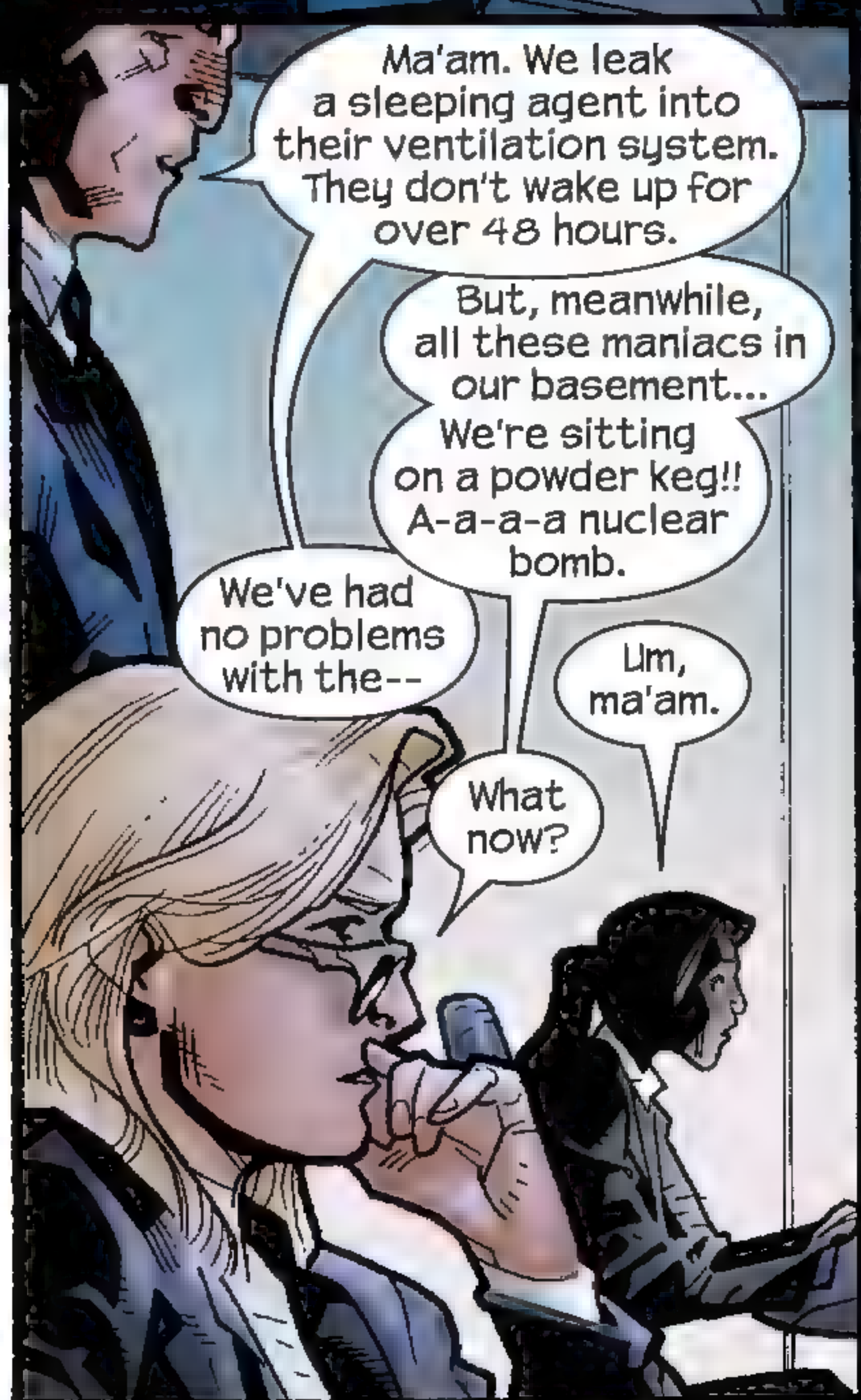
This is insane!



Ma'am. I understand it's a logistical nightmare.

It's a logistical impossibility.

And you're telling me that there is no contingency plan? Even after the Hulk got out, even after the--



Ma'am. We leak a sleeping agent into their ventilation system. They don't wake up for over 48 hours.

But, meanwhile, all these maniacs in our basement... We're sitting on a powder keg!! A-a-a-a nuclear bomb.

We've had no problems with the--

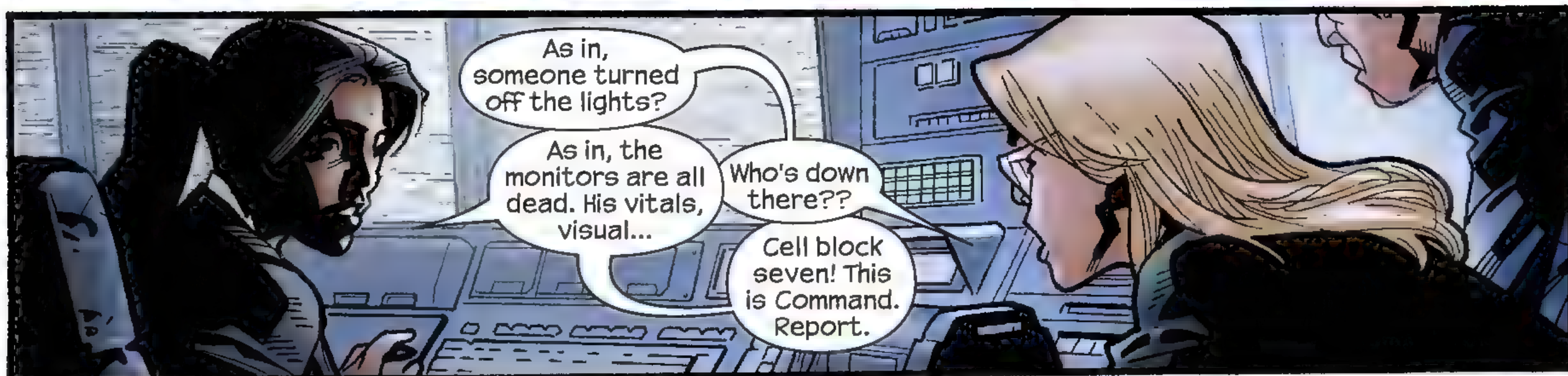
Um, ma'am.

What now?



It's Osborn's cell.

It's dark.

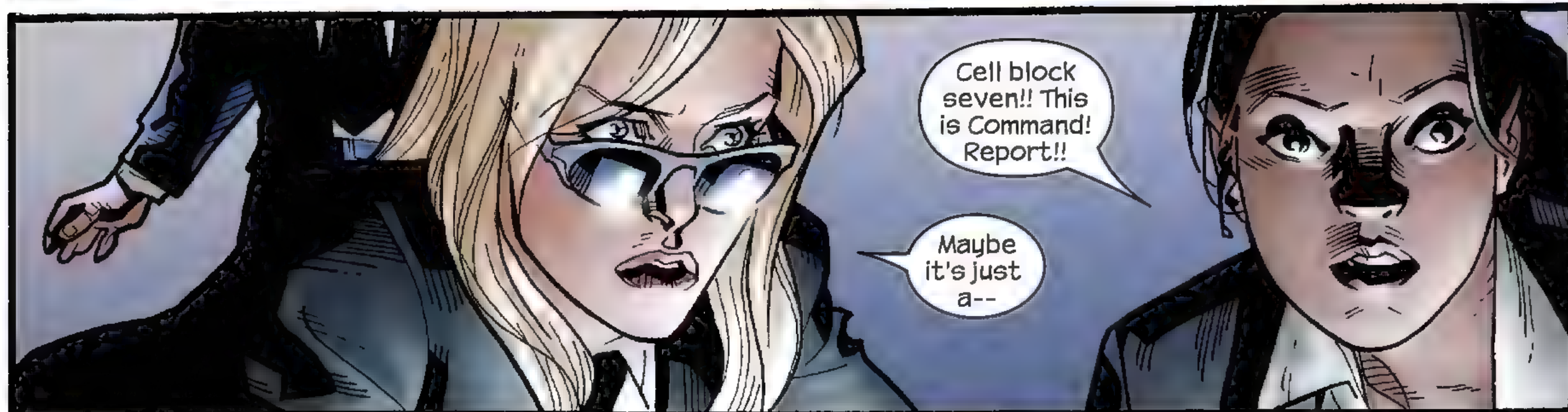


As in, someone turned off the lights?

As in, the monitors are all dead. His vitals, visual...

Who's down there??

Cell block seven! This is Command. Report.



Cell block seven!! This is Command! Report!!

Maybe it's just a--



To be continued...

NEXT ISSUE:



ULTIMATE SPIDER-MAN®

ISSUE
113



MARVEL

**BENDIS
IMMONEN
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The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man.



PREVIOUSLY IN ULTIMATE SPIDER-MAN...

Spider-Man has had several life-altering confrontations with the notorious Norman Osborn, a.k.a. the Green Goblin and the father of his once-best friend, Harry.

Norman is imprisoned in the Triskelion, the former headquarters of the world's premier superteam, the Ultimates.

Norman has been denied access to his son and refused the request to continue his work. He is not happy.

DEATH OF A GOBLIN

PART 2

Brian Michael
Bendis
WRITER

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SENIOR EDITOR

Joe
Quesada
EDITOR IN CHIEF

Dan
Buckley
PUBLISHER

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You don't know me.

You only *think* you do.

Norman Osborn, the *monster*.

Norman Osborn, the *villain*.

Norman Osborn... what? The *cautionary tale*?

Whatever makes you feel better about yourself, Fury.

You go *right* ahead. I can take it.

Back out of my funding. Throw me in jail. Take away my son. Send in your lackeys. Insult me to my face.

Go ahead.

Keep me locked up in here. Watch me carefully.

Woooo!!

Poke at me. Drug me.

Go ahead.

Do whatever you can to oppress me. Give it your best.

Give it *everything* you have.

I want you absolutely sure that you're doing everything in your *power* to ruin me.

Is this *it*? Is this *all* you got?

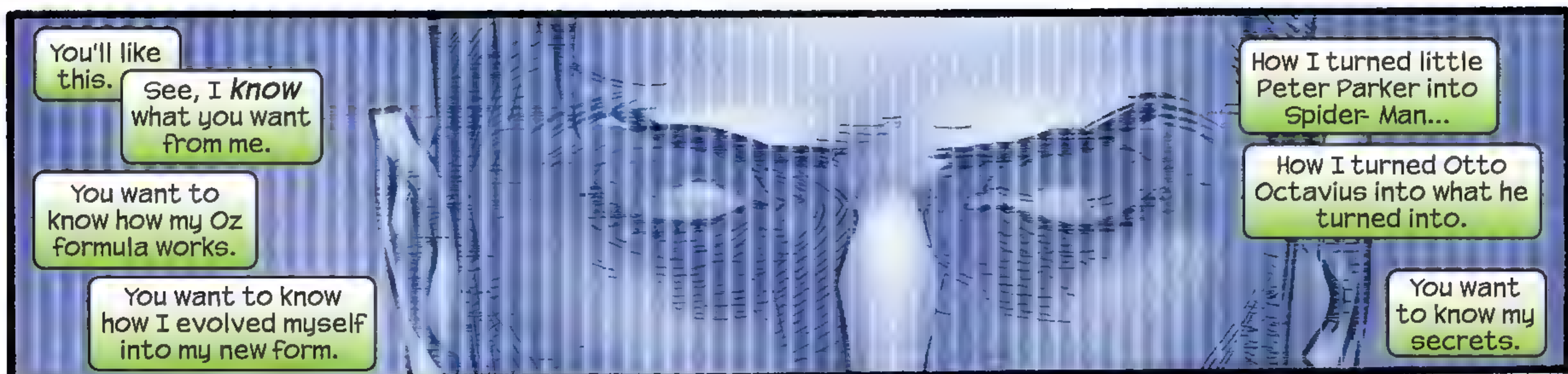
You *sure*? Okay, then.

Now it's *my* turn.

Now *I'm* going to destroy *you*.

Watch carefully...

CLOOM



You'll like this.

See, I *know* what you want from me.

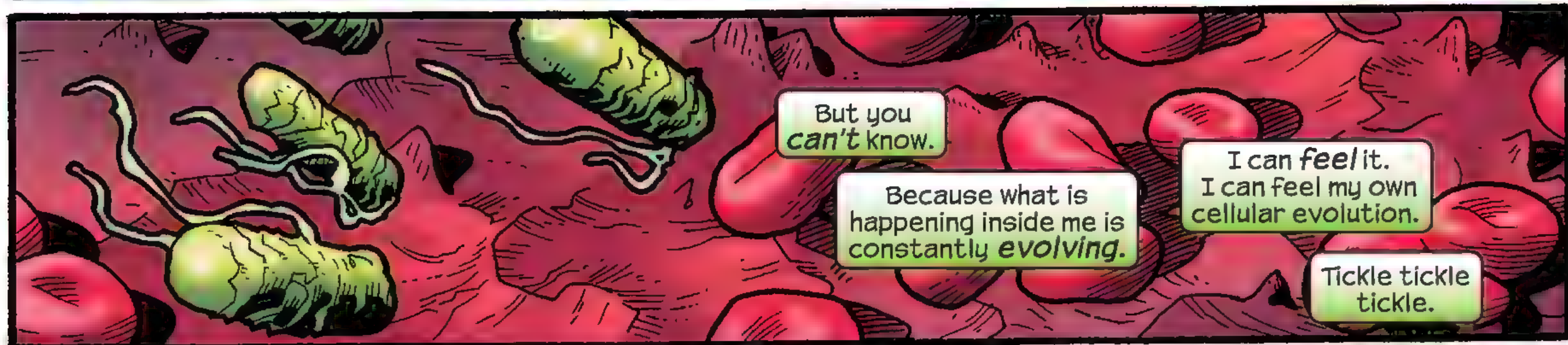
You want to know how my Oz formula works.

You want to know how I evolved myself into my new form.

How I turned little Peter Parker into Spider-Man...

How I turned Otto Octavius into what he turned into.

You want to know my secrets.

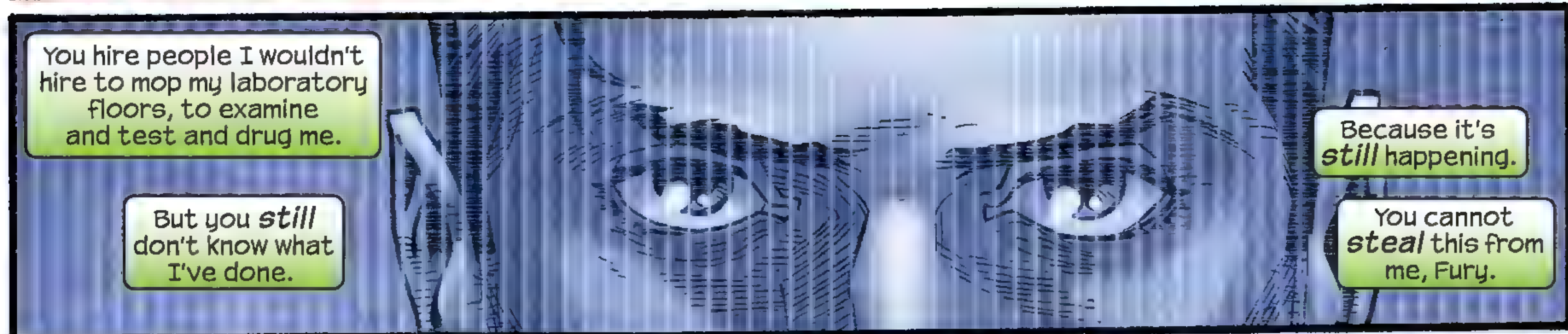


But you *can't* know.

Because what is happening inside me is constantly *evolving*.

I can *feel* it. I can feel my own cellular evolution.

Tickle tickle tickle.



You hire people I wouldn't hire to mop my laboratory floors, to examine and test and drug me.

But you *still* don't know what I've done.

Because it's *still* happening.

You cannot *steal* this from me, Fury.



I'm something you simply do not have the capacity to comprehend.

So you drug me and you sit me down and you stare at me...

While I evolve.



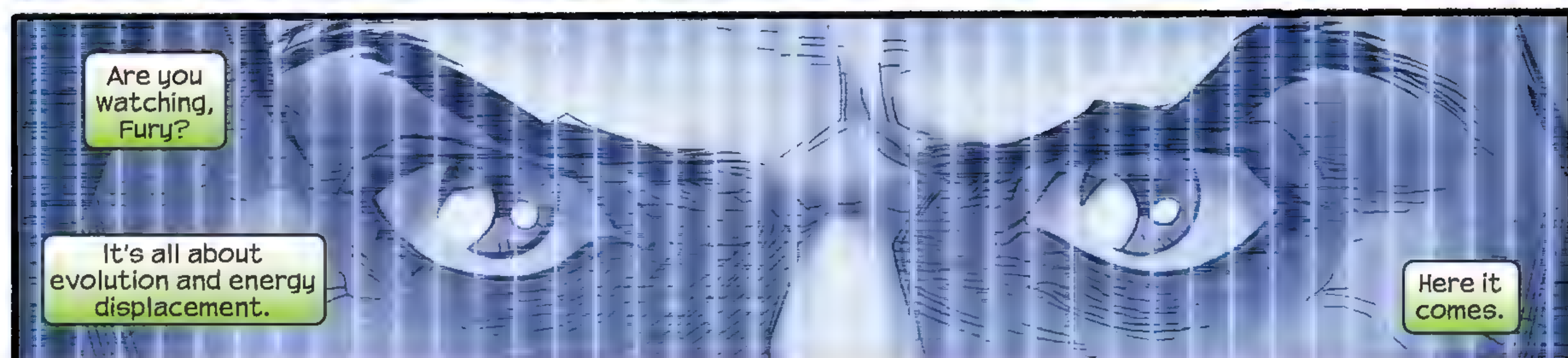
You *could* have had this, Fury. This was yours for the taking.



I wanted to invent your super-soldier. I wanted America to have everything that I could give it.

I wanted to provide you your freedom.

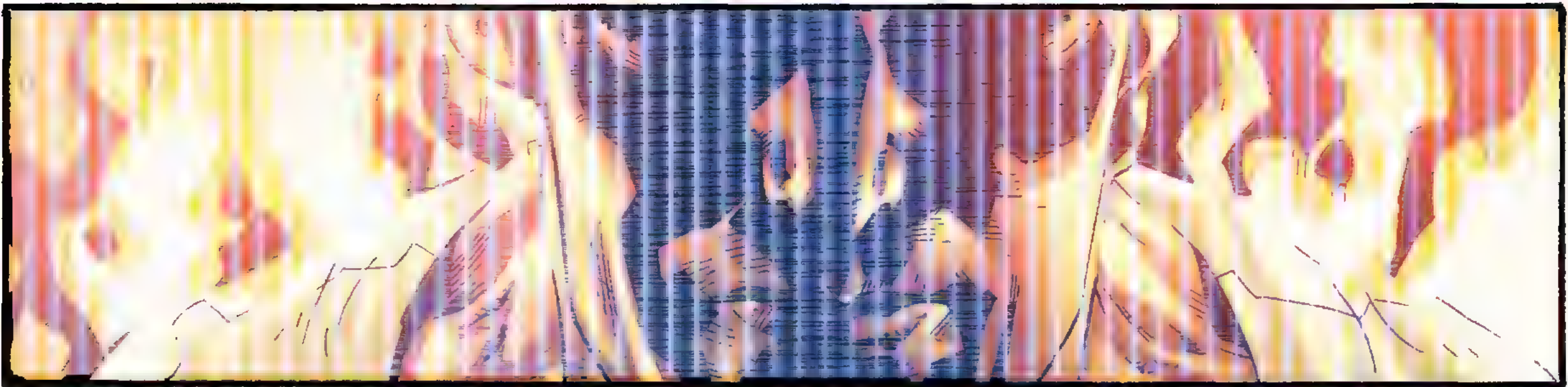
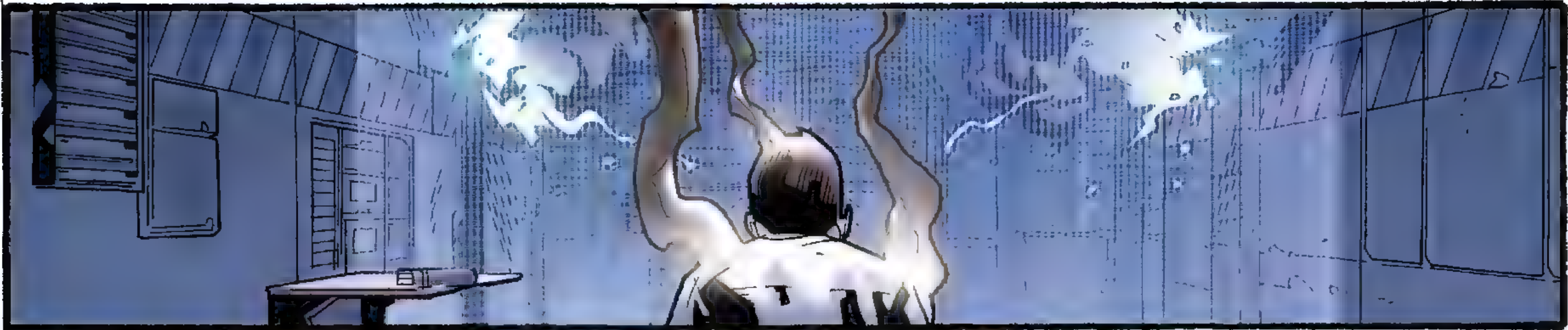
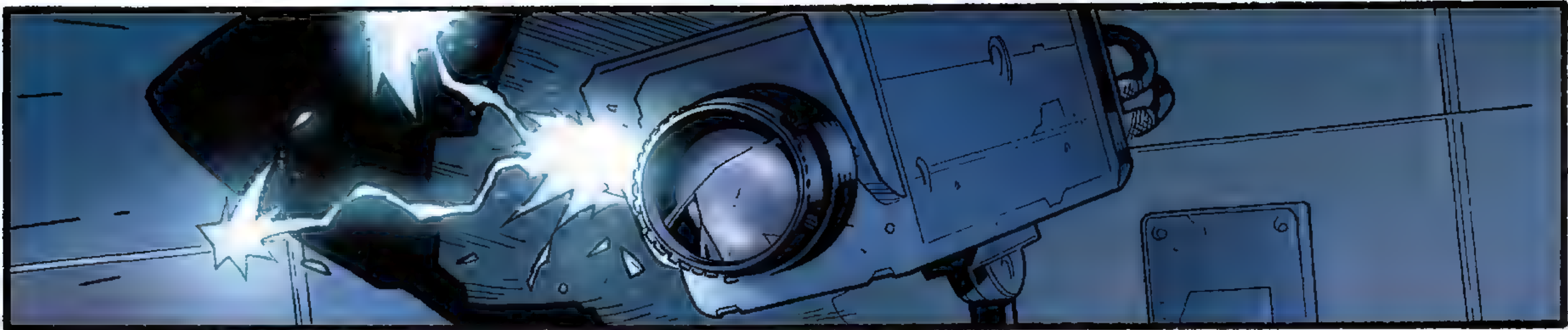
Instead you put me in jail and took my son from me.

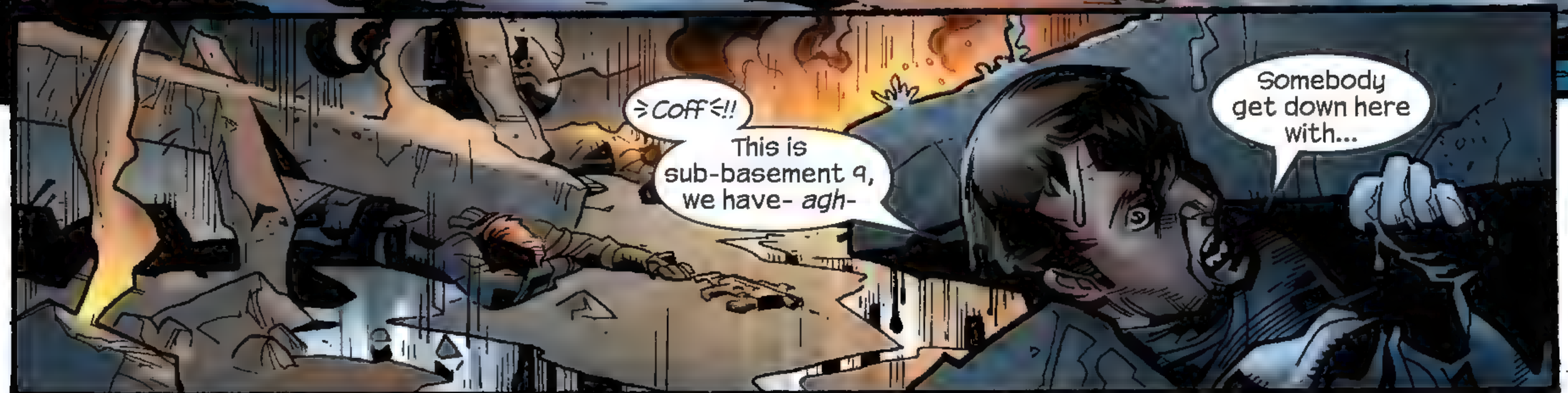
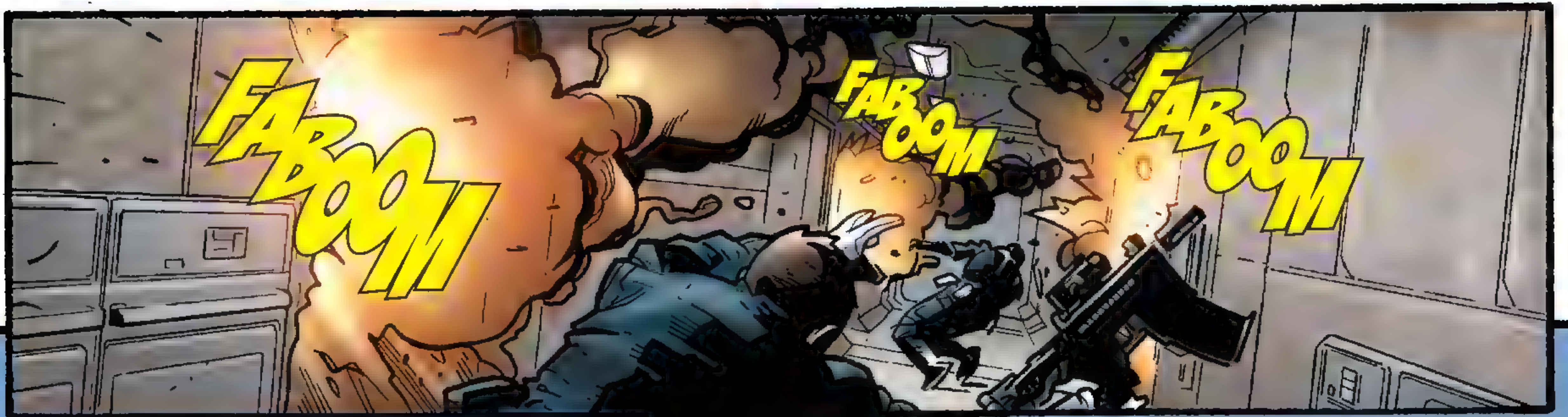
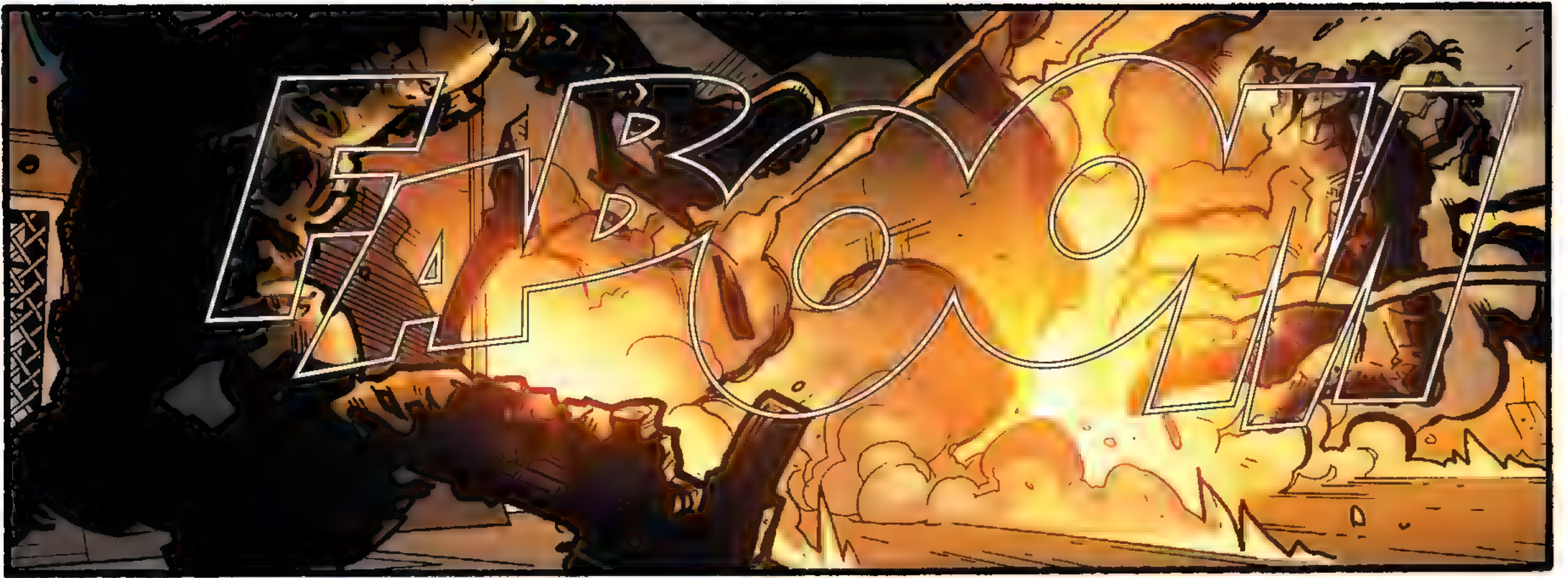


Are you watching, Fury?

It's all about evolution and energy displacement.

Here it comes.







Stand down!!
Don't
you m-move
or I'll-!



Children.



With every step, I learn
what an arrogant lunatic
you *truly* are, Fury.

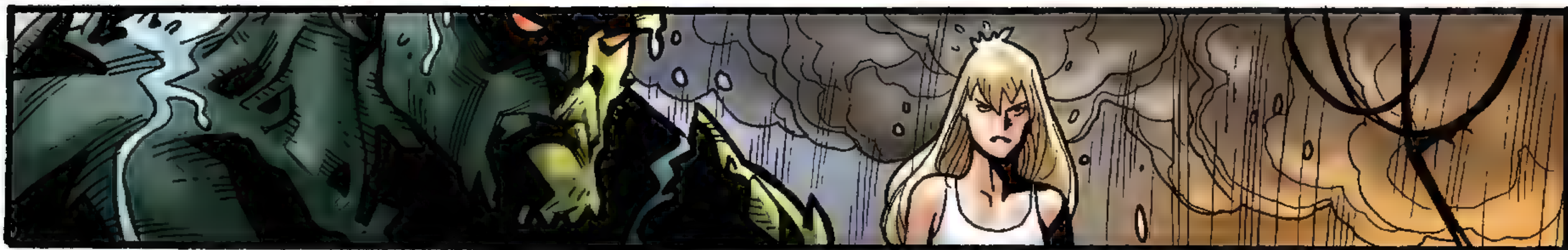


You cage us
like monkeys.

Anyone with
power to stand
up to you.

Look at
them.

Look at the *power*
you suppress and
think yourself a...





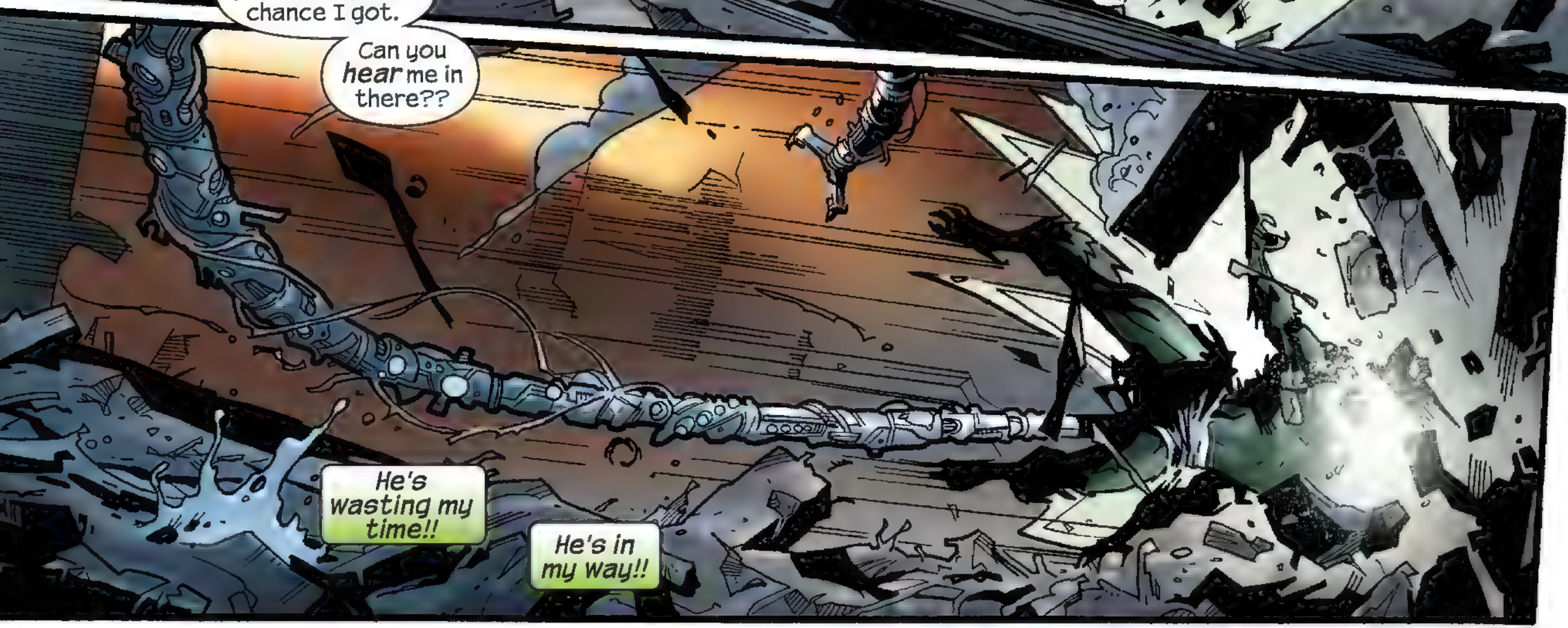


Just so
you know...

I gave you
up to the Feds,
Norman.

I sold
you out the first
chance I got.

Can you
hear me in
there??



He's
wasting my
time!!

He's in
my way!!



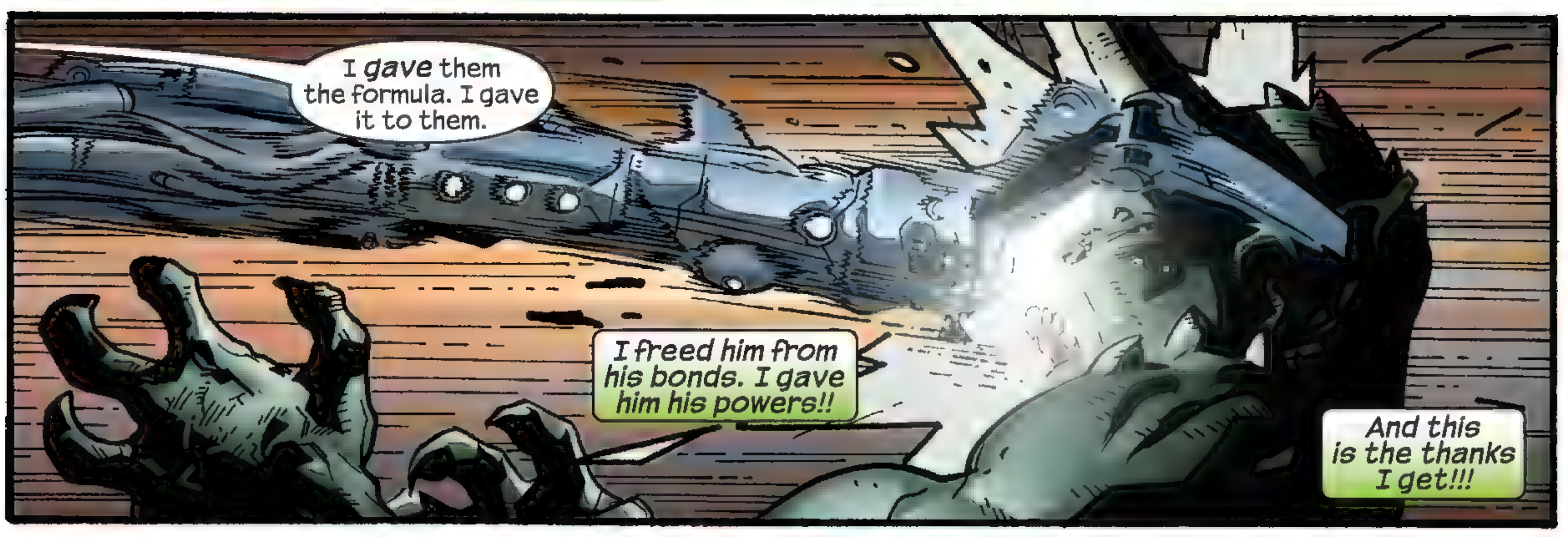
#\$@%&
you, Otto!!

I *had* the
upper hand!!

You're ruining
my moment.

You're giving Fury
a chance to get
his act together.

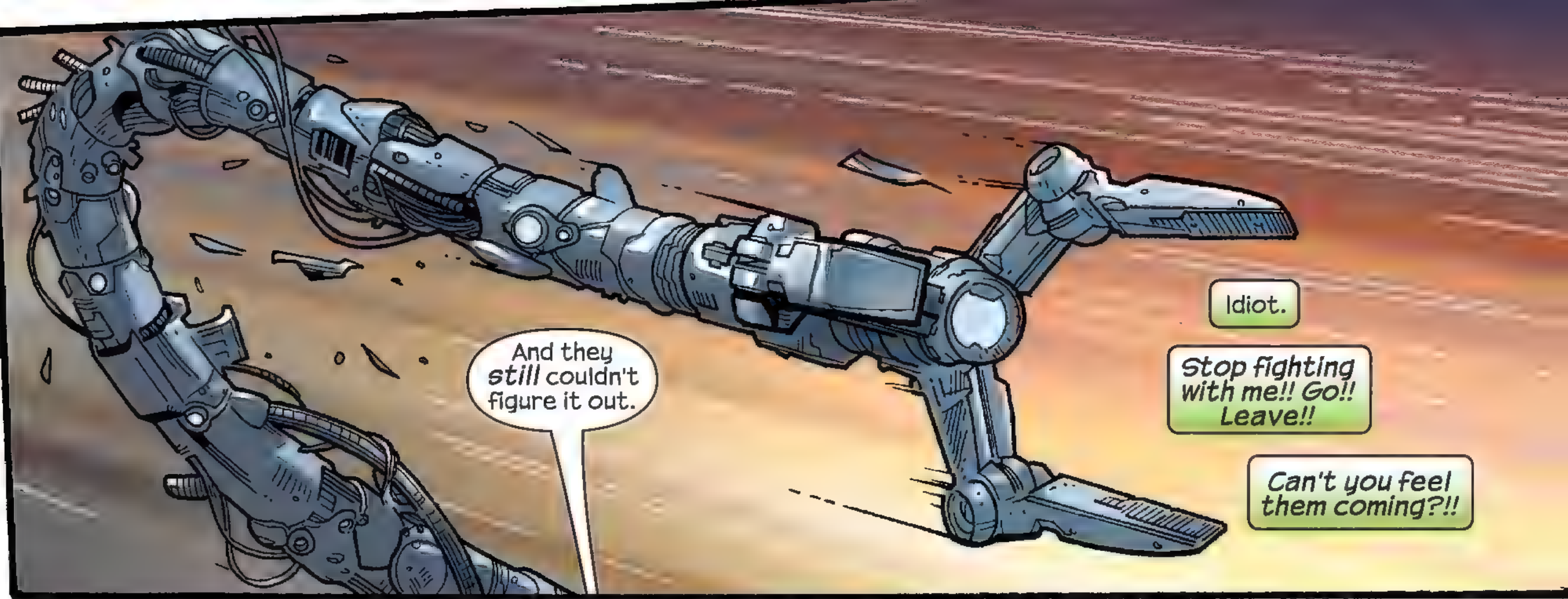
Don't you
know that???



I *gave* them
the formula. I gave
it to them.

I freed him from
his bonds. I gave
him his powers!!

And this
is the thanks
I get!!!



And they
still couldn't
figure it out.

Idiot.

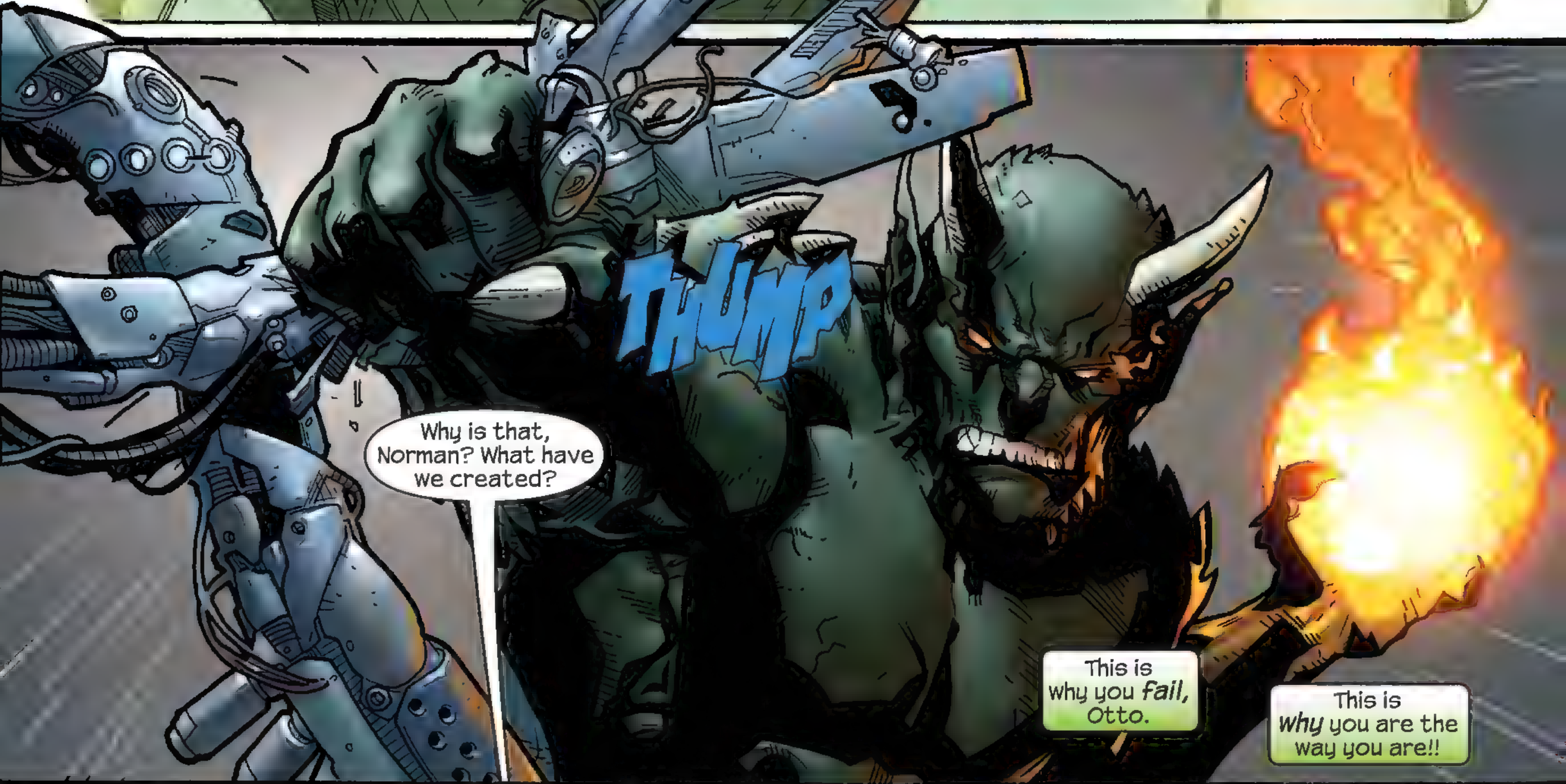
Stop fighting
with me!! Go!!
Leave!!

Can't you feel
them coming?!!



Fury's
heroes.

They're coming to kill
us and you're standing
here in my way.



THUMP

Why is that,
Norman? What have
we created?

This is
why you fail,
Otto.

This is
why you are the
way you are!!



After all
I've *done*
for you...

I hope your
skin melts and
you live to feel
the scars.



SPLASH

Norman!!

Now *stop*
that!



GHRR!!!

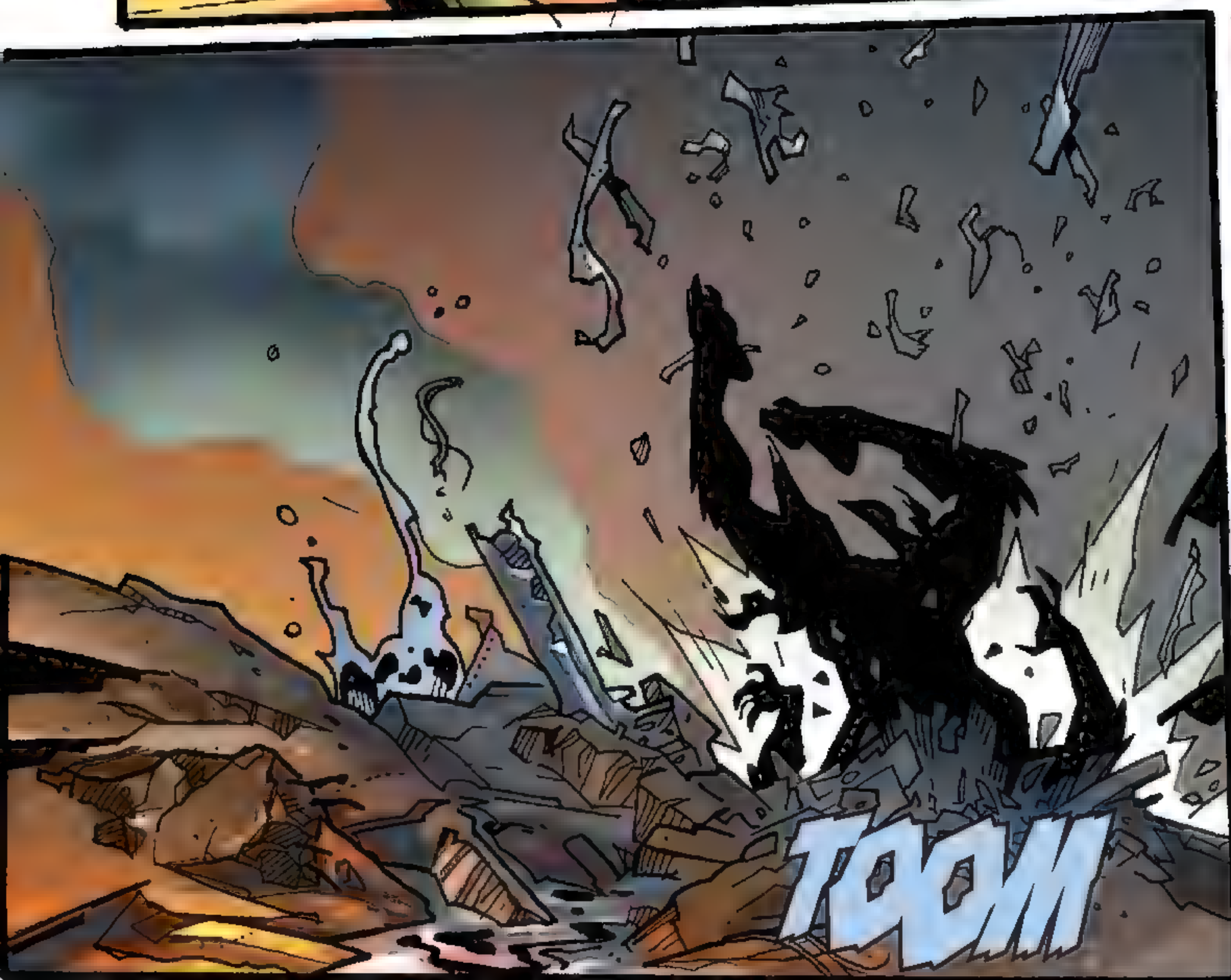
Aren't you
at all impressed
with my structural
evolution??



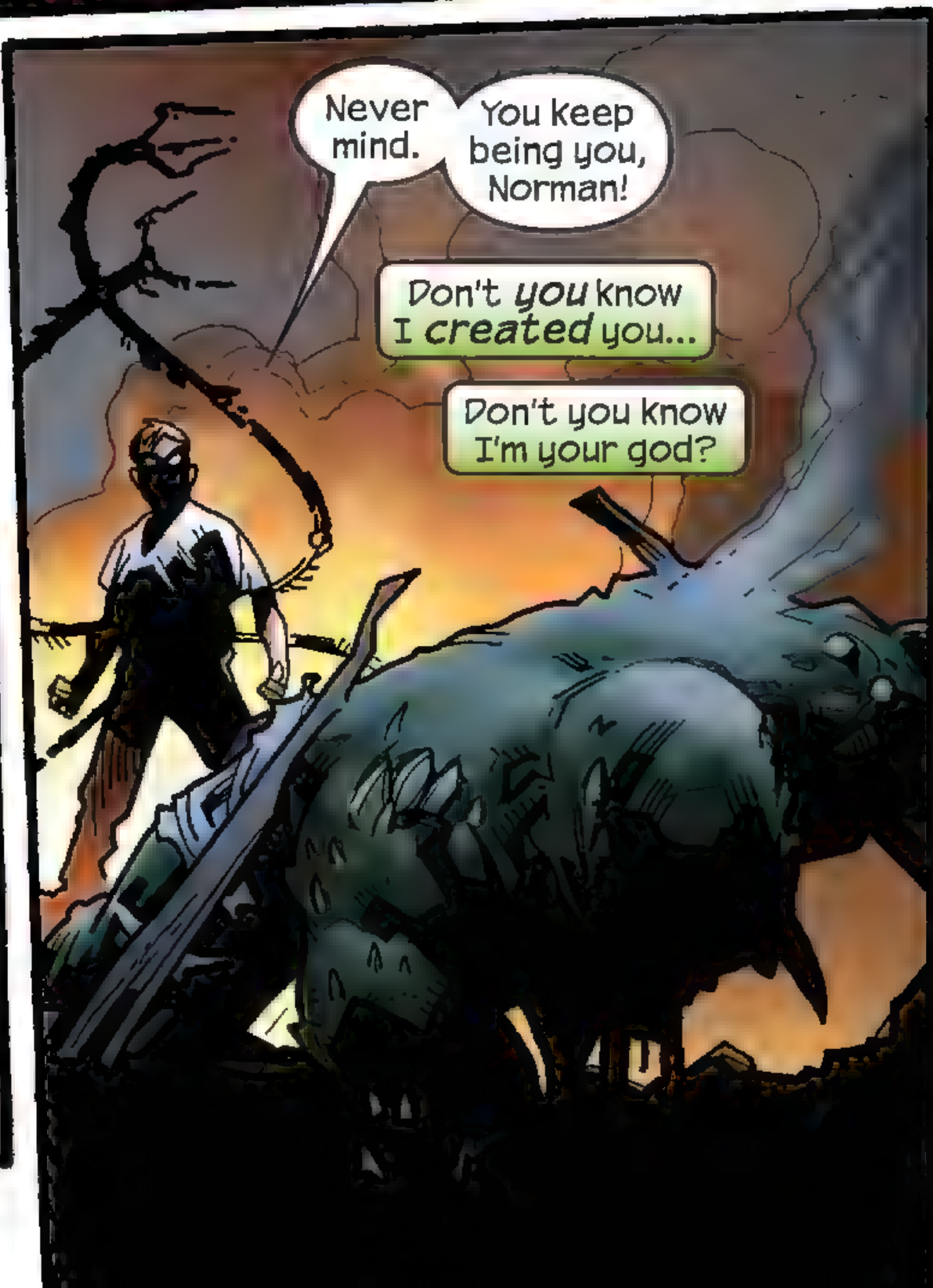
CRUENH!!!

Can't you for a
moment take a minute
to marvel at all that
has *happened*??

AAGGH!!



TOOM

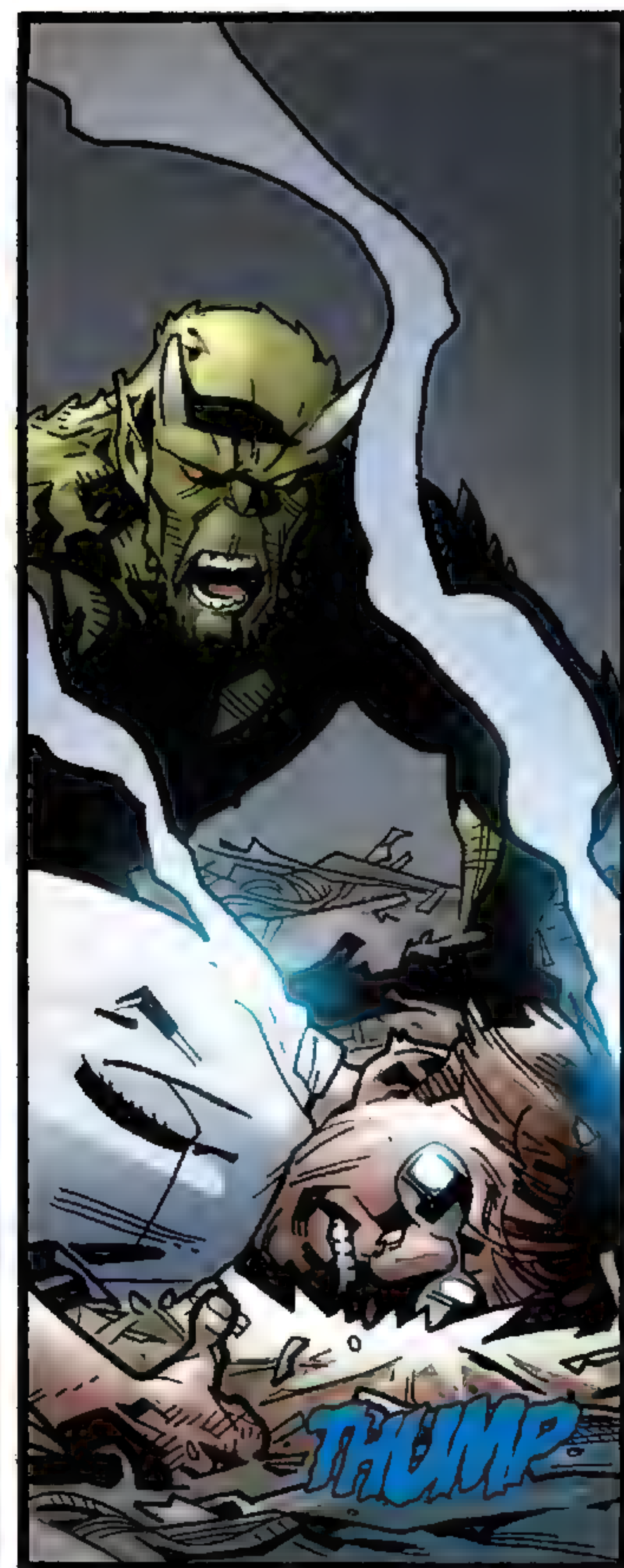
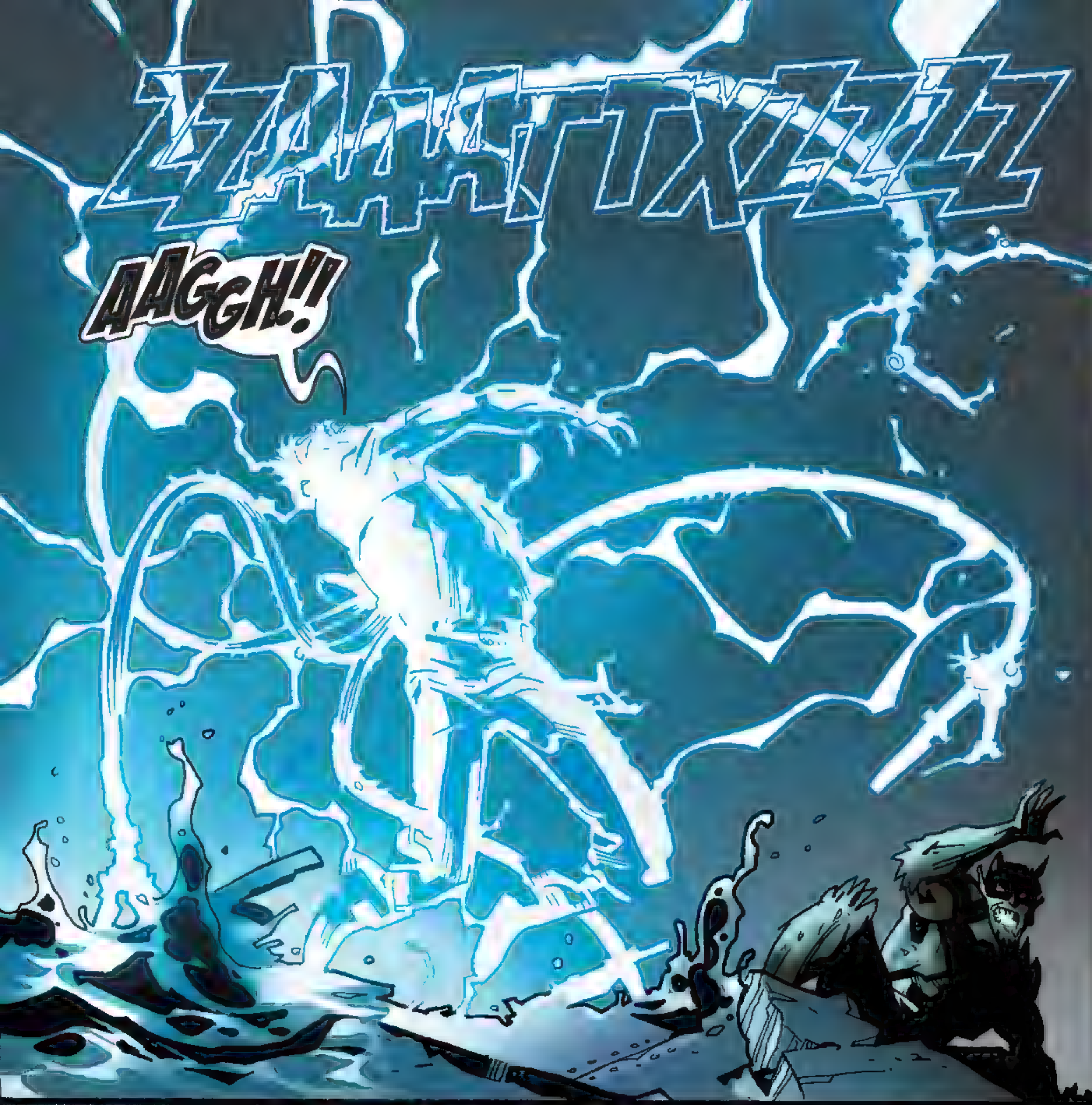


Never
mind.

You keep
being you,
Norman!

Don't *you* know
I *created* you...

Don't you know
I'm your god?



Hey, Osborn!! That *you* in there?

What's the plan?

I know him.

Max Dillon. Electro.

You're welcome for the save. It's not a favor.

I'm auditioning.

I need paying work on the outside.

Find me in a few days.

There will be work.

He's insane.



Good to see ya again.

We almost took the White House that time. Good times.

Freeze!! Or we will shoot you!!

Do you know the difference between you and me, Fury?



I know I'm
a monster.

I know what I
have become.



BADABADABDABDBABDBABDBA

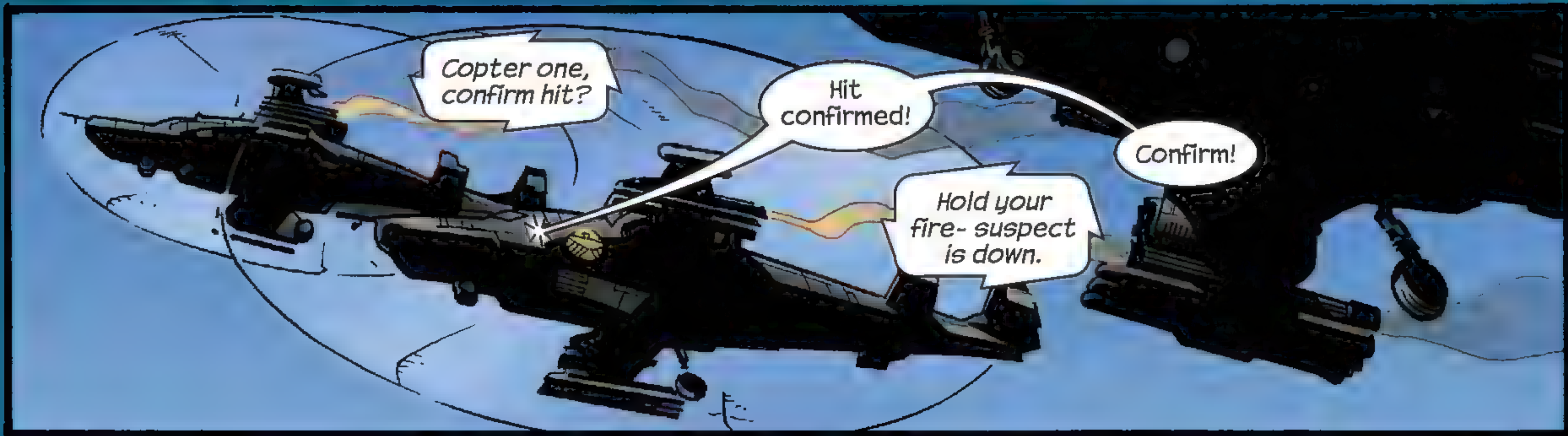
You, on the other
hand- you think
you're a great man!!



BADABADABDABDBABDBABDBA

You think
you're
actually--

HYAARRGGH!!!

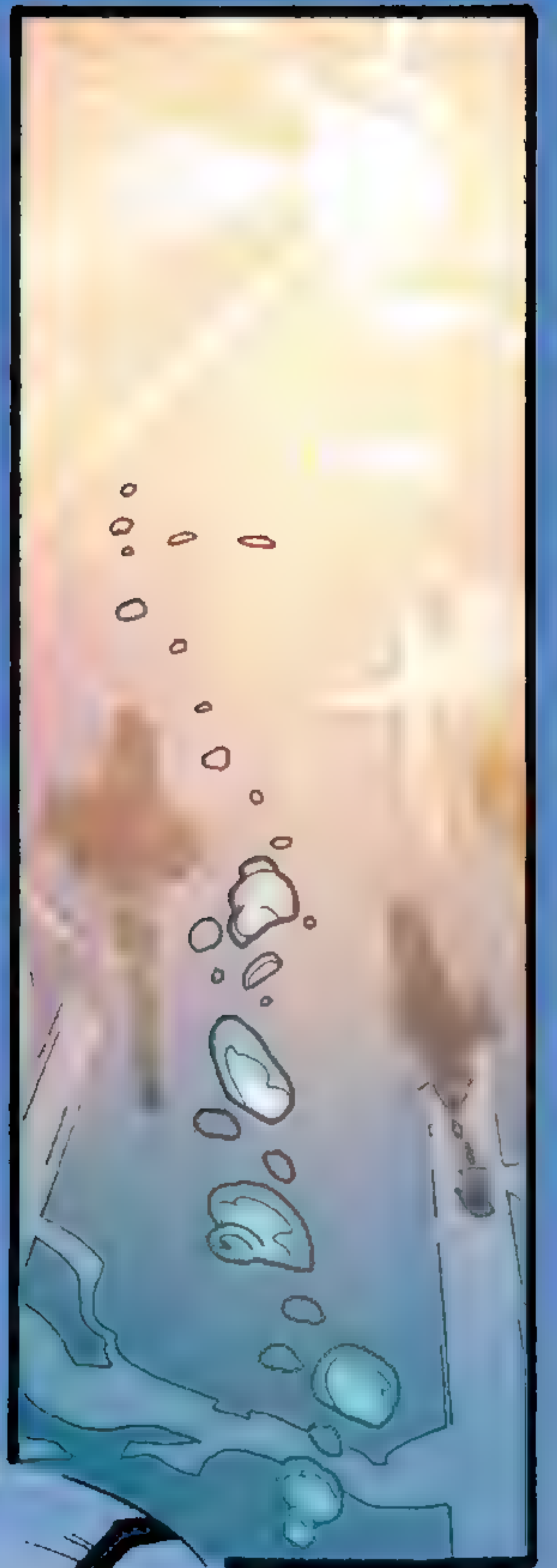
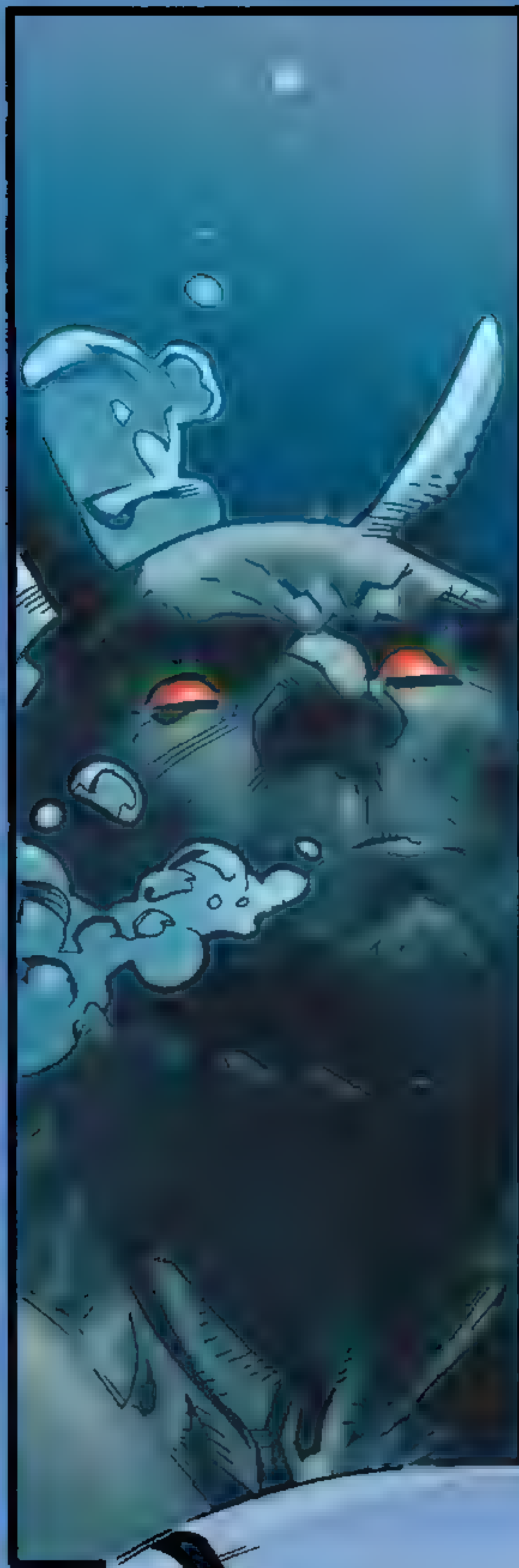


Copter one,
confirm hit?

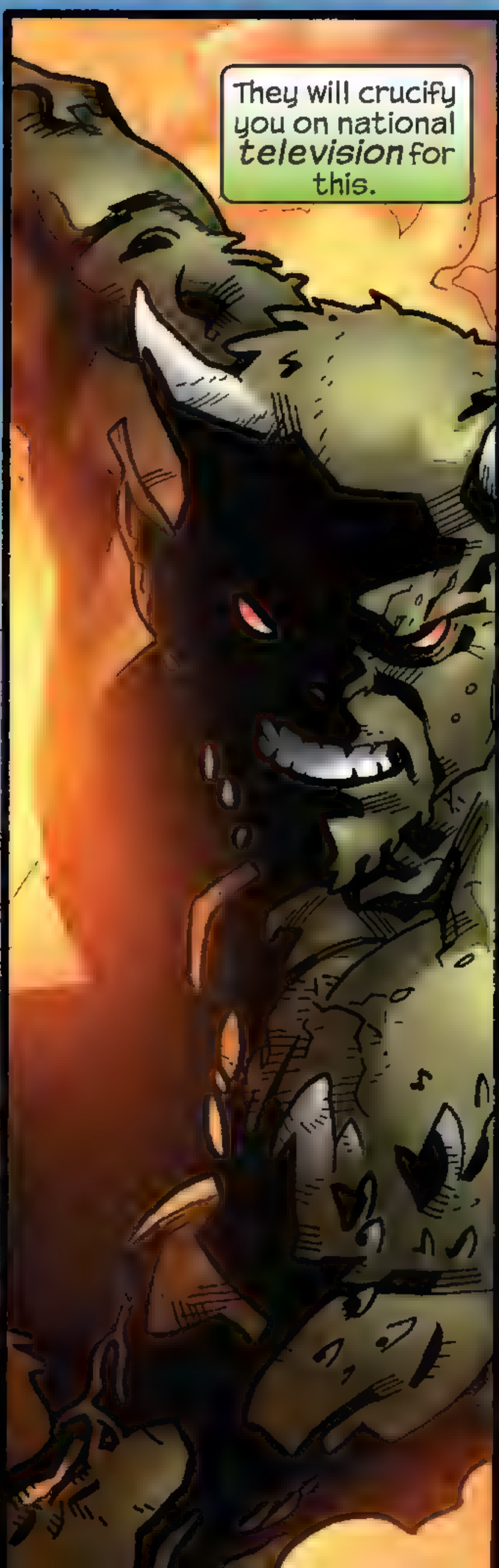
Hit
confirmed!

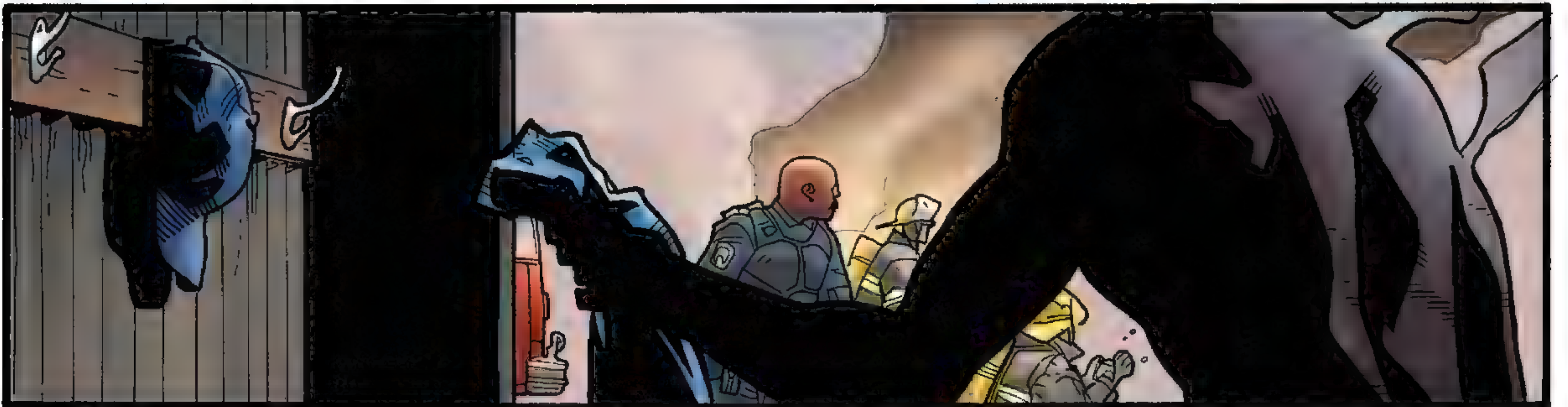
Hold your
fire- suspect
is down.

Confirm!











I want you to wear those black leather boots with the--



N- Norman?

Joseph.

Where's my money that you hid away for me in case of a rainy day?

Because it is a rainy day.

I'm borrowing some clothes.



Norman, y- you're a fugitive!

I-I-I-I- can't have you here.

A fugitive from *what*? Justice?

I'll get disbarred.

You should have been disbarred the day after you passed the bar.

Clients like me, like Wilson Fisk...

Norman, you can't just--



I was held without a trial. Your words.

I- I tried everything I could.

And Fury is a brick wall. I'm not mad at you.

I need my money and my things.

Norman--

Or I could burn you alive.



They're going to catch you.

Call Stanley.

Your publicist??



I need a booking. ASAP.

Shouldn't be too hard.

Following the mysterious but calamitous events at the S.H.I.E.L.D. Triskelion this afternoon...

Where maybe up to a dozen so-called "enemies of the state" escaped their imprisonment...

Captain America single-handedly took down one of the escapees....

...a man who calls himself the Vulture. No other details are available at this time.



VULTURE CAPTURED, ELECTRO AT LARGE!

Government officials are still keeping the identities of the escapees under wraps...

...but eyewitnesses say that a man identified as criminal mastermind Max Dillon, who calls himself Electro, was fighting agents of S.H.I.E.L.D. over the Verrazano Bridge, just moments after the terrifying explosion.

Who was in the Triskelion, who got out of the Triskelion and why they are being held, as always, remains information of the highest security.



VILLAINS AMOK

MUTANT TERRORIST ON THE LOOSE. DOZENS DEAD

The Triskelion and S.H.I.E.L.D.'s methods of terrorist incarceration have been under fire from human rights groups since the attack of the Hulk a few months back.

And on this subject, we present to you a world exclusive.

We have an eyewitness with answers to these questions and some shocking revelations...

Patsy?

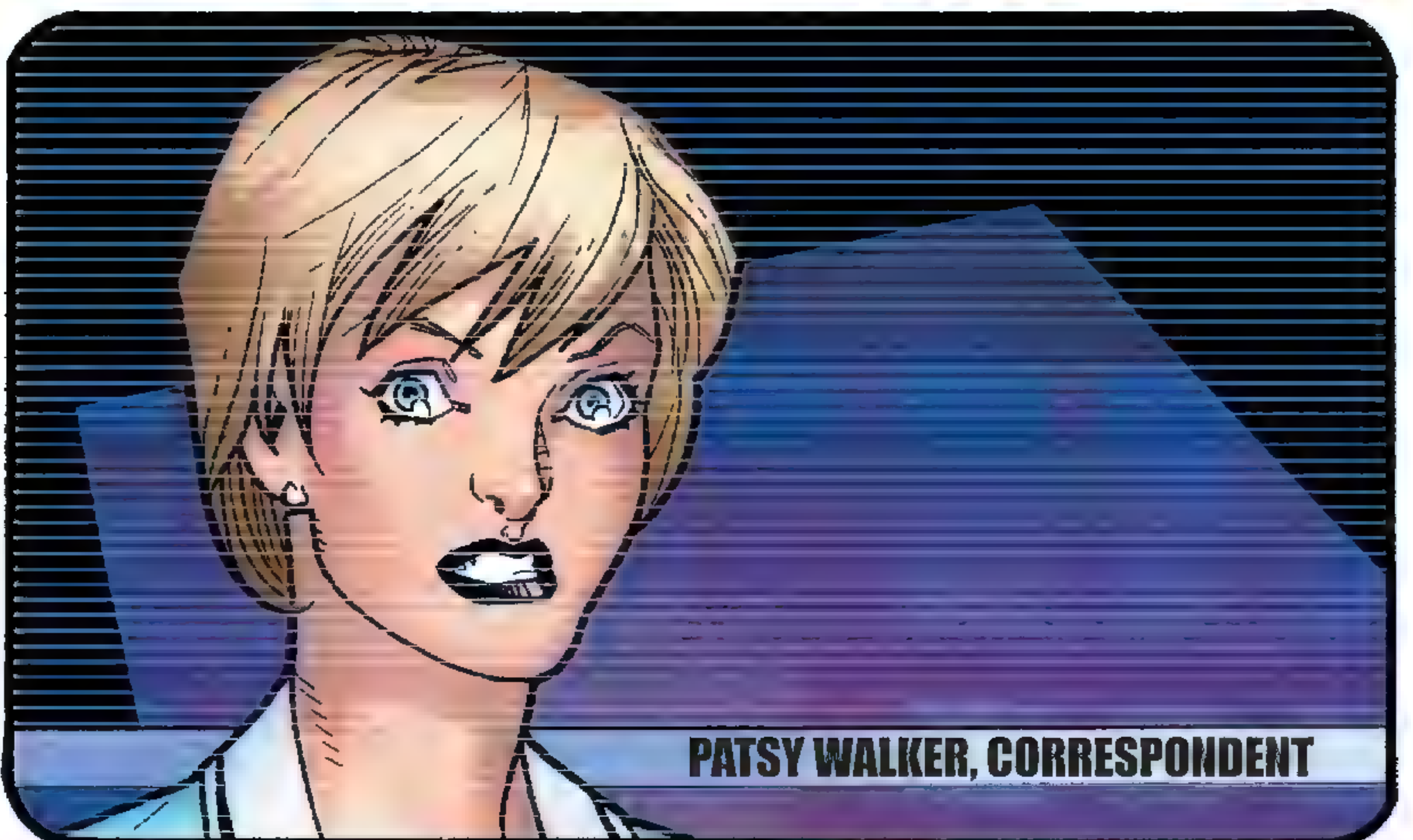


PIER HELICOPTER CRASH KILLS 11

Up until a few months ago, our guest was well known as a philanthropist and scientist on the cutting edge of genetic technologies...

But the fate of Norman Osborn has since fallen under a shroud of mystery...

Until tonight...



PATSY WALKER, CORRESPONDENT



He is here, live!

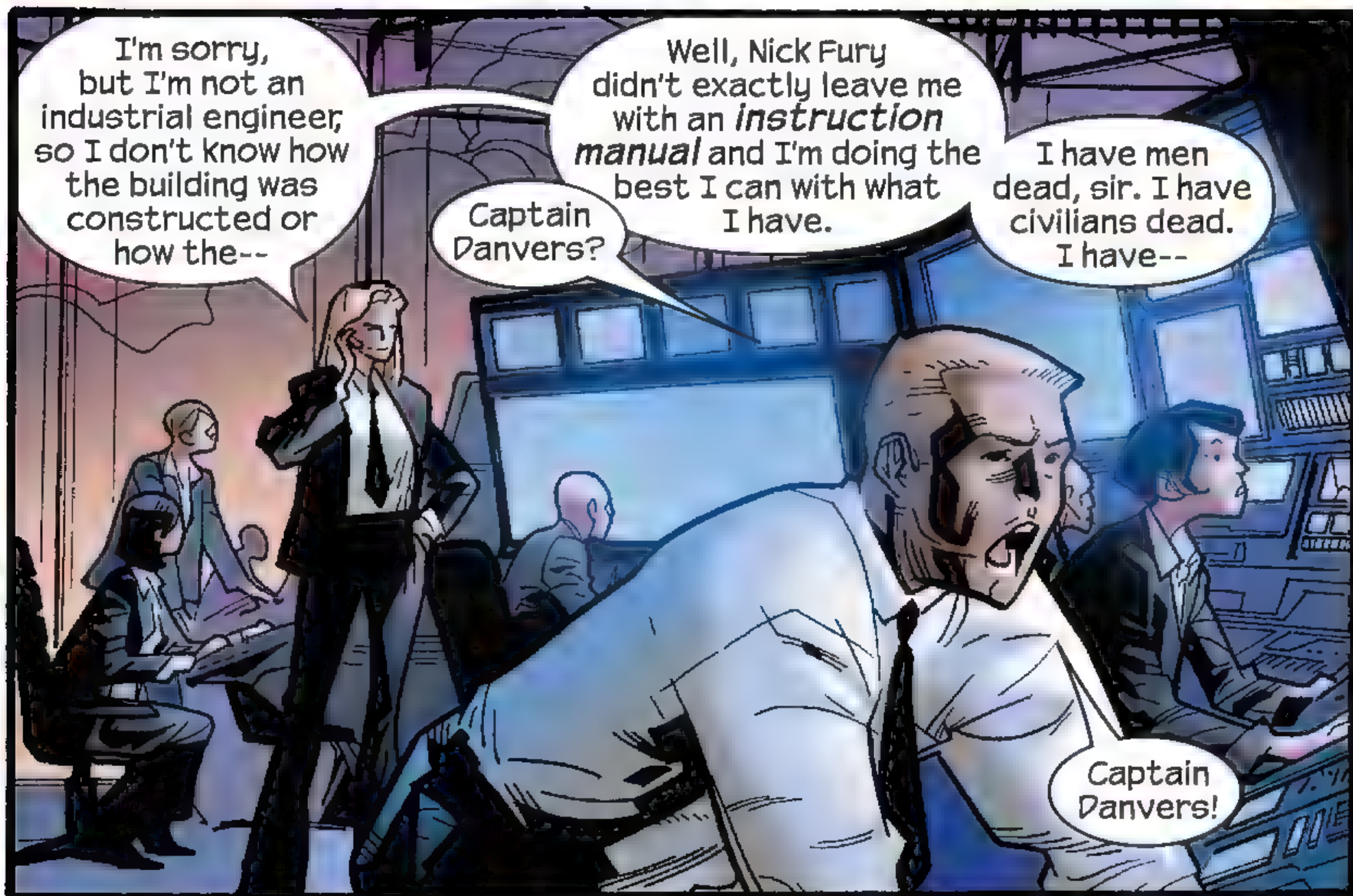
To discuss with us the events that have shaped the course of his life...

...and how he found himself incarcerated, without trial, by the same government he dedicated his life's work to.

Norman Osborn, thank you for sitting with us.



Mister President, I assure you, Magneto is still safe in the lower sub-basements. His cell was not affected by the--



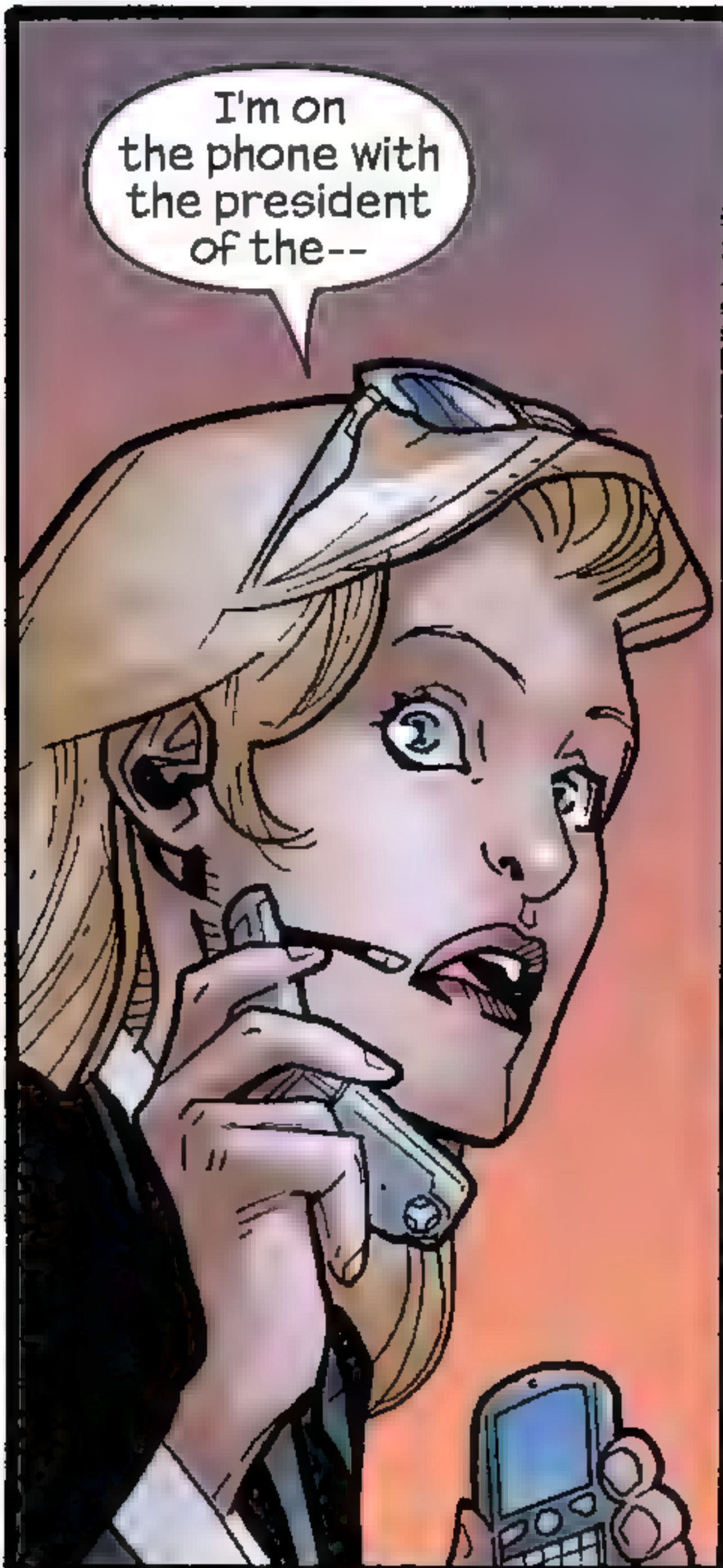
I'm sorry, but I'm not an industrial engineer, so I don't know how the building was constructed or how the--

Captain Danvers?

Well, Nick Fury didn't exactly leave me with an *instruction manual* and I'm doing the best I can with what I have.

I have men dead, sir. I have civilians dead. I have--

Captain Danvers!

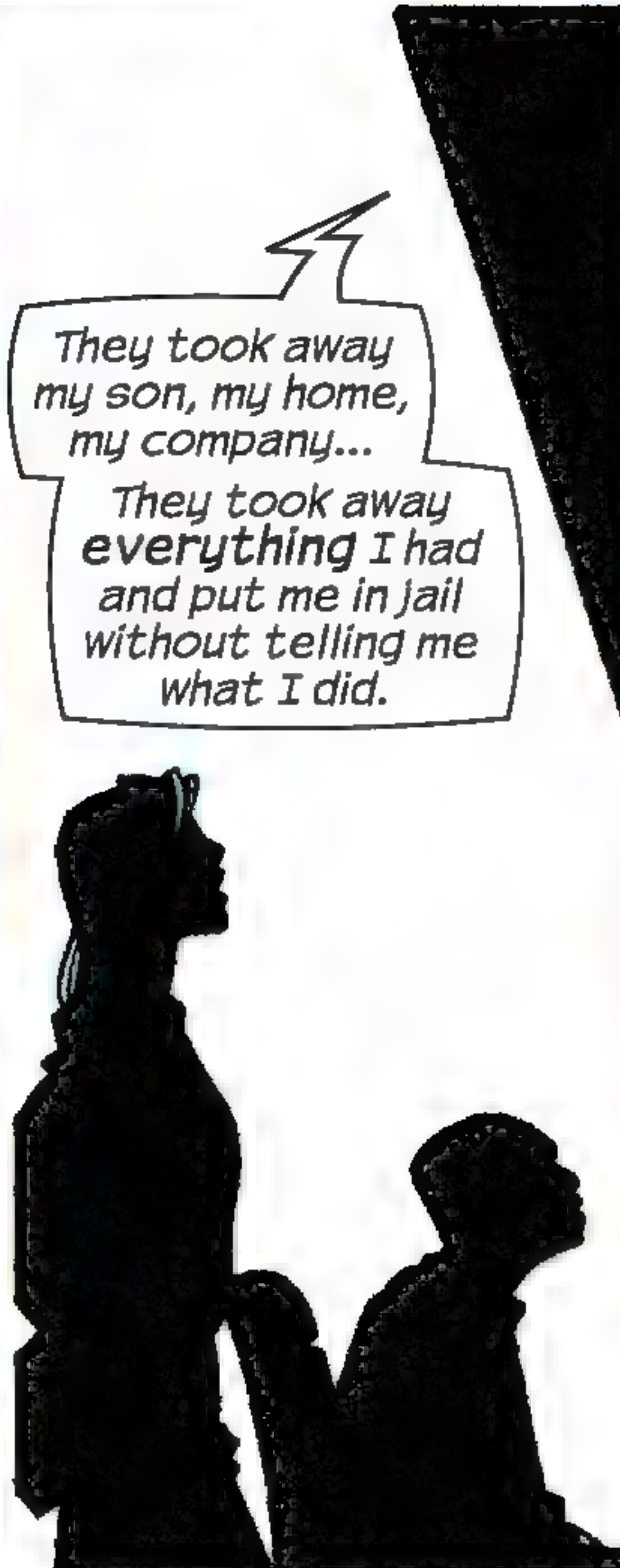


I'm on the phone with the president of the--



Oh, \$%^\$...

Sound!! Give me sound!!



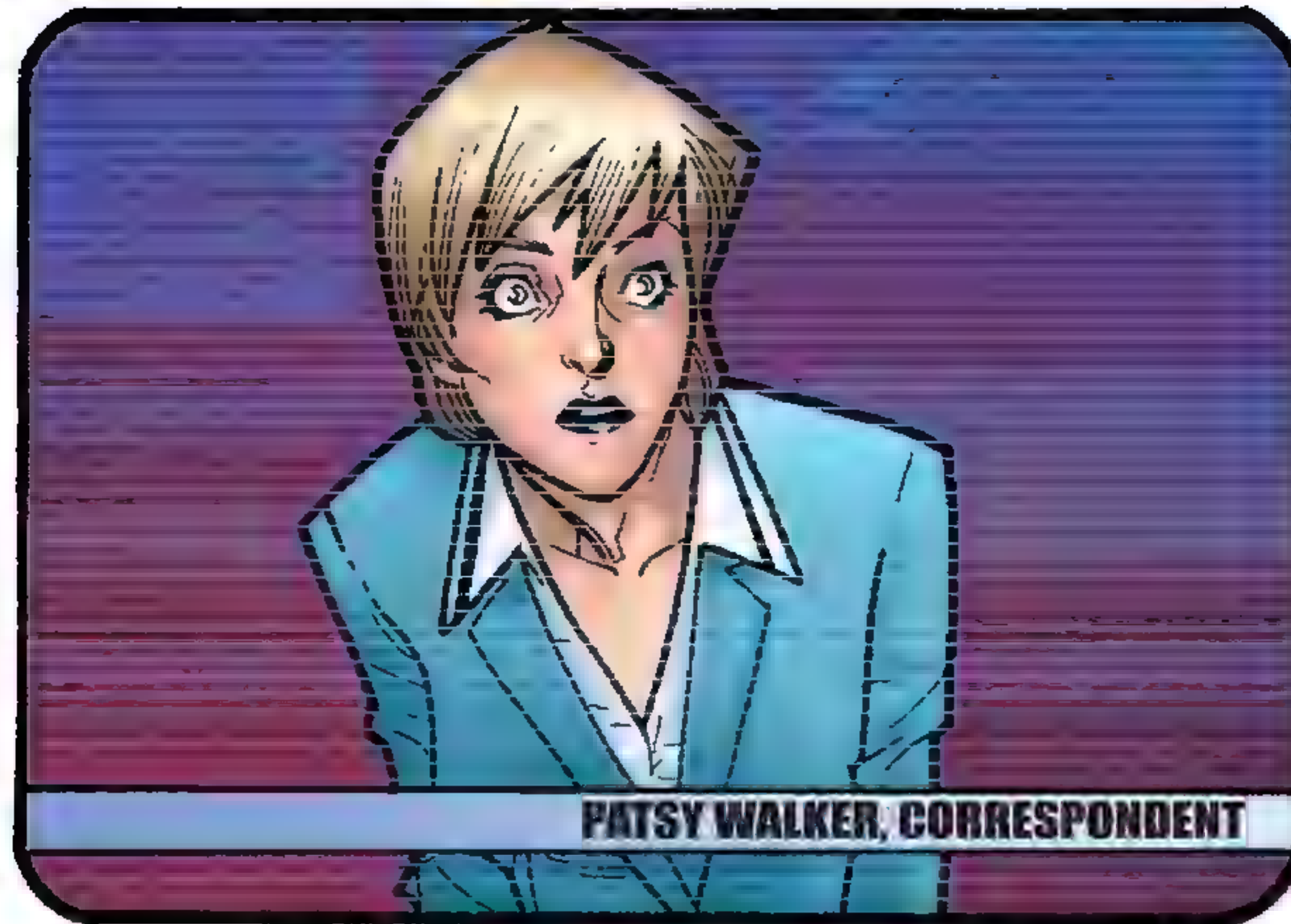
They took away my son, my home, my company...

They took away *everything* I had and put me in jail without telling me what I did.

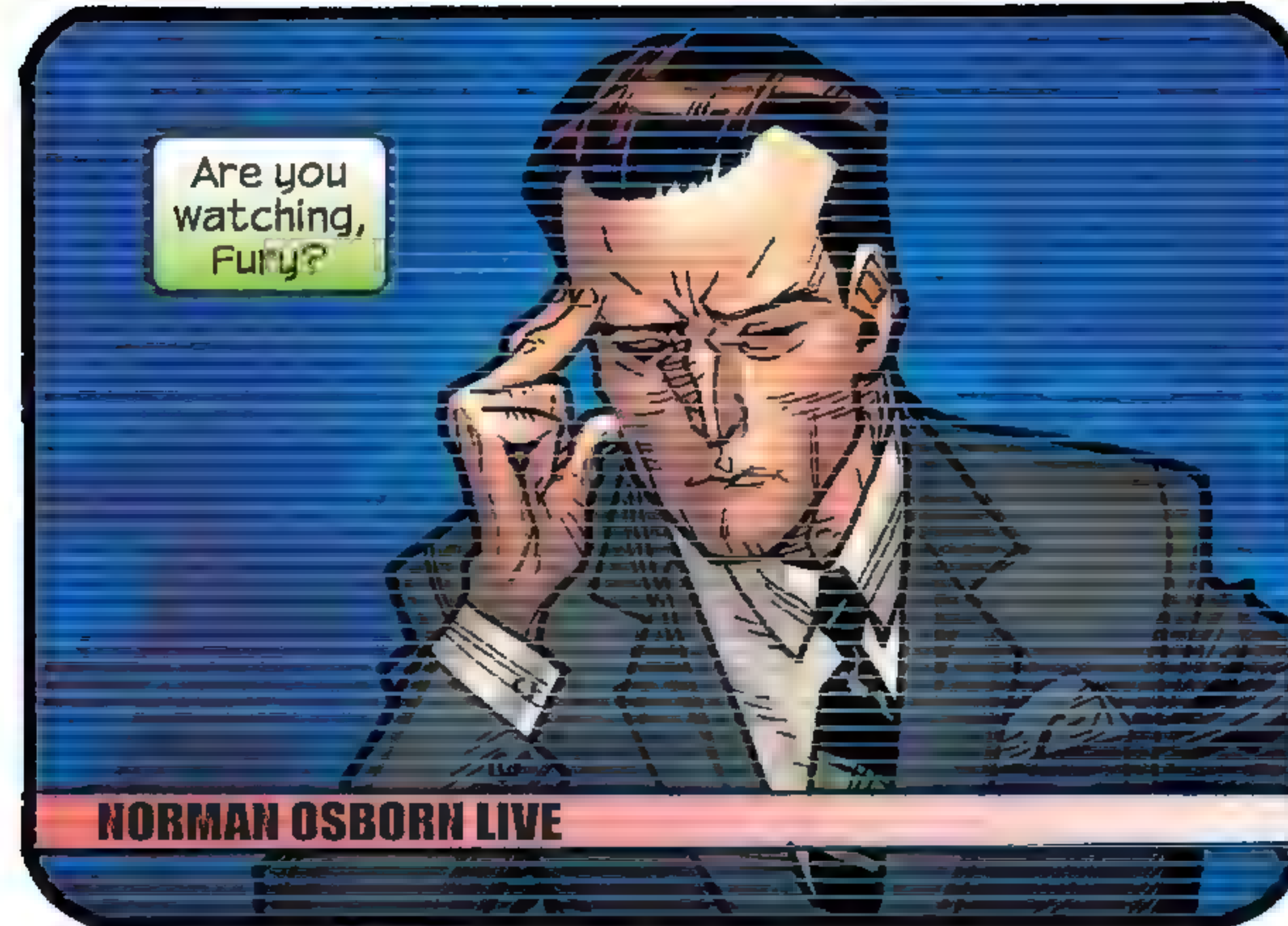


I didn't *do* anything but try and help this country.

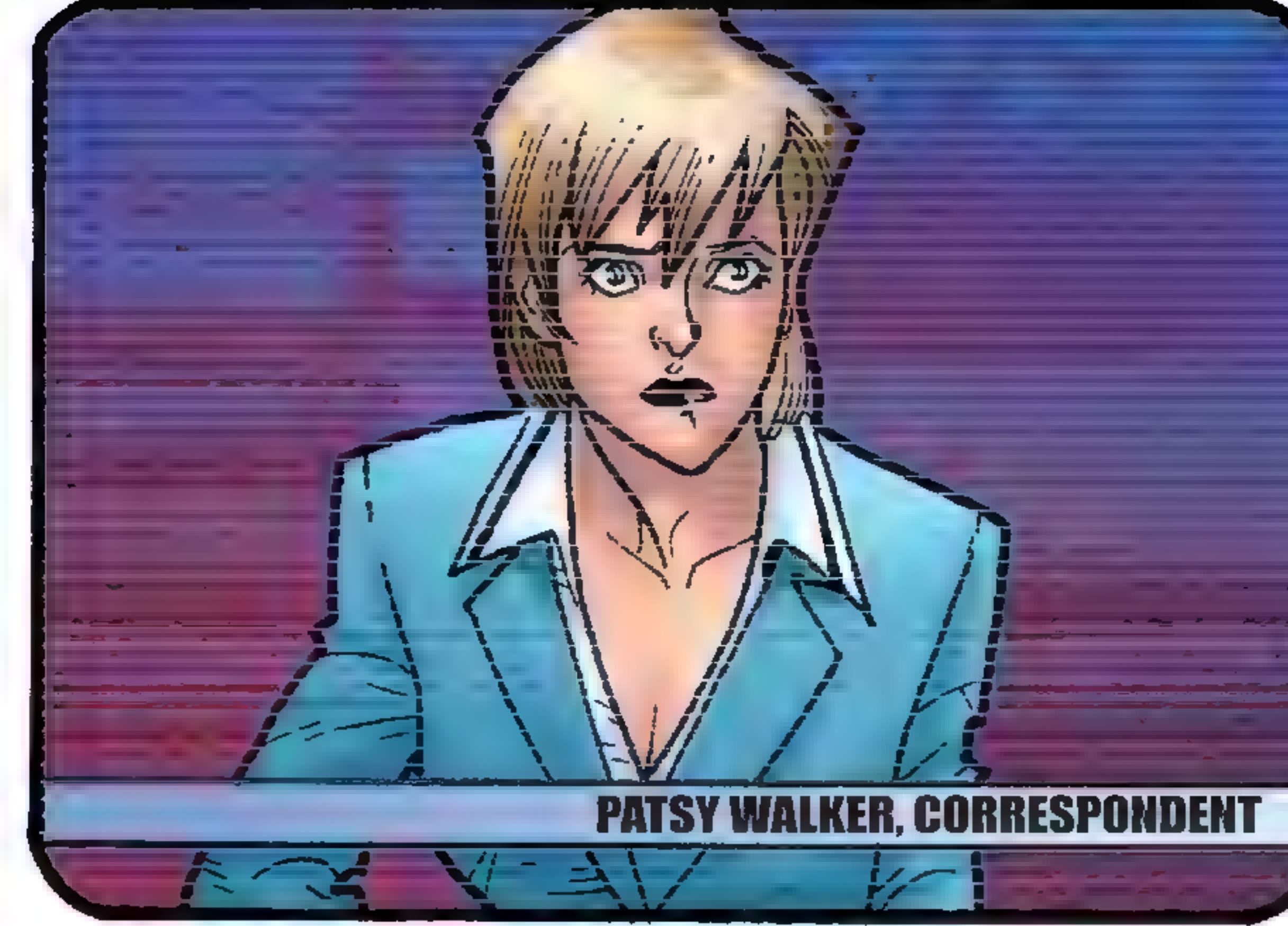
You're saying that
Nick Fury imprisoned you...
Without trial...
Took away your company,
your assets, your son...
And injected you with untested chemical
compounds that turned you into a- a monster.



Yes.



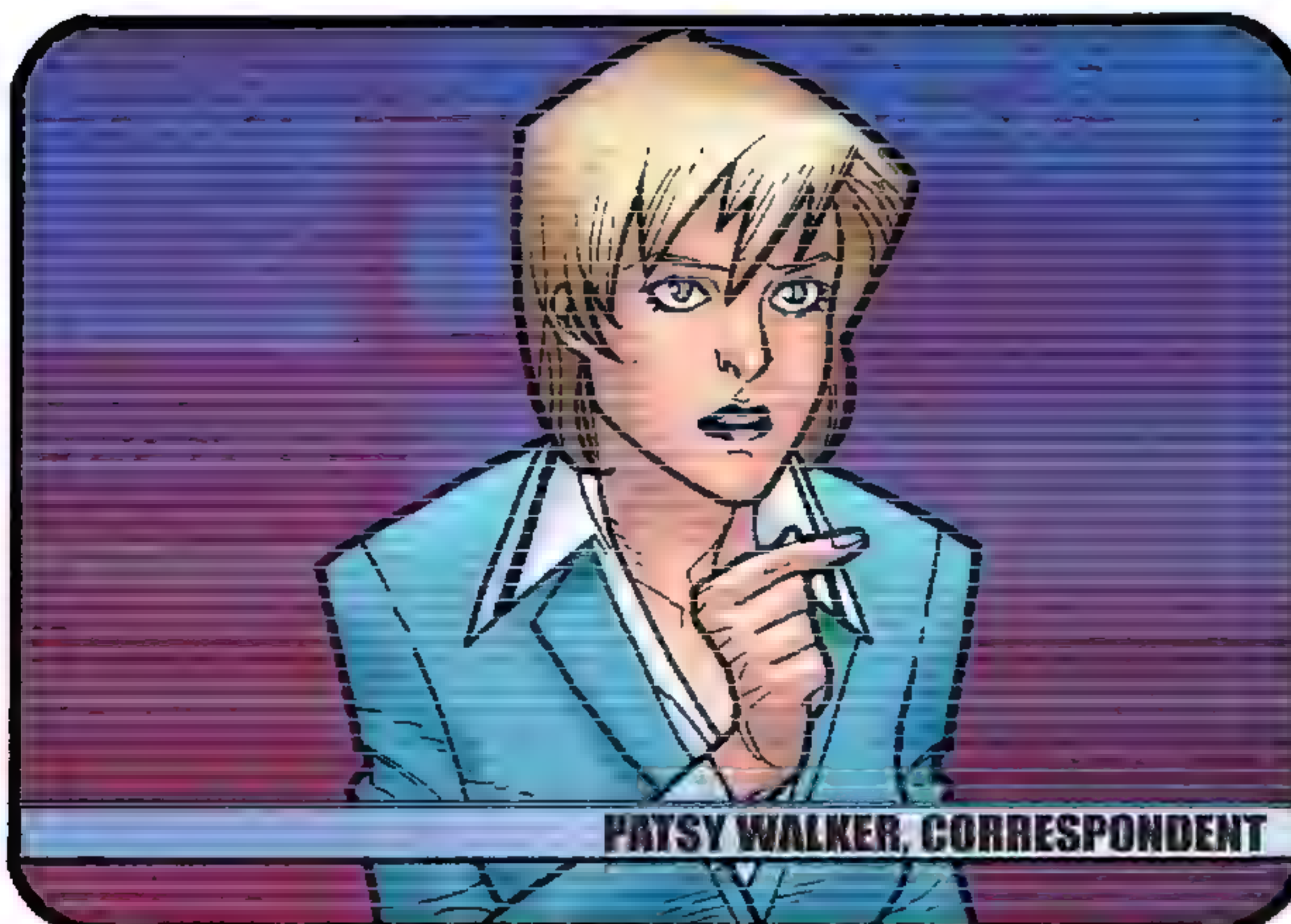
Why?
Why would
he do this?



You'll have to ask him.
But- what I was working on in my
labs before all this happened...
was a genetic enhancement formula
that could one day solve the case
of the super-soldier serum.



The "Captain America" drug.



The next war, they say, will be a genetic one.
But what I was working on was the wonder drug
that could solve all of America's military problems.
All of the world's law enforcement problems.
I was doing this for the good of mankind.



He ruined me. He destroyed me.
I should still be in his prison right now. All alone.
No one- no one is telling me why this has happened.



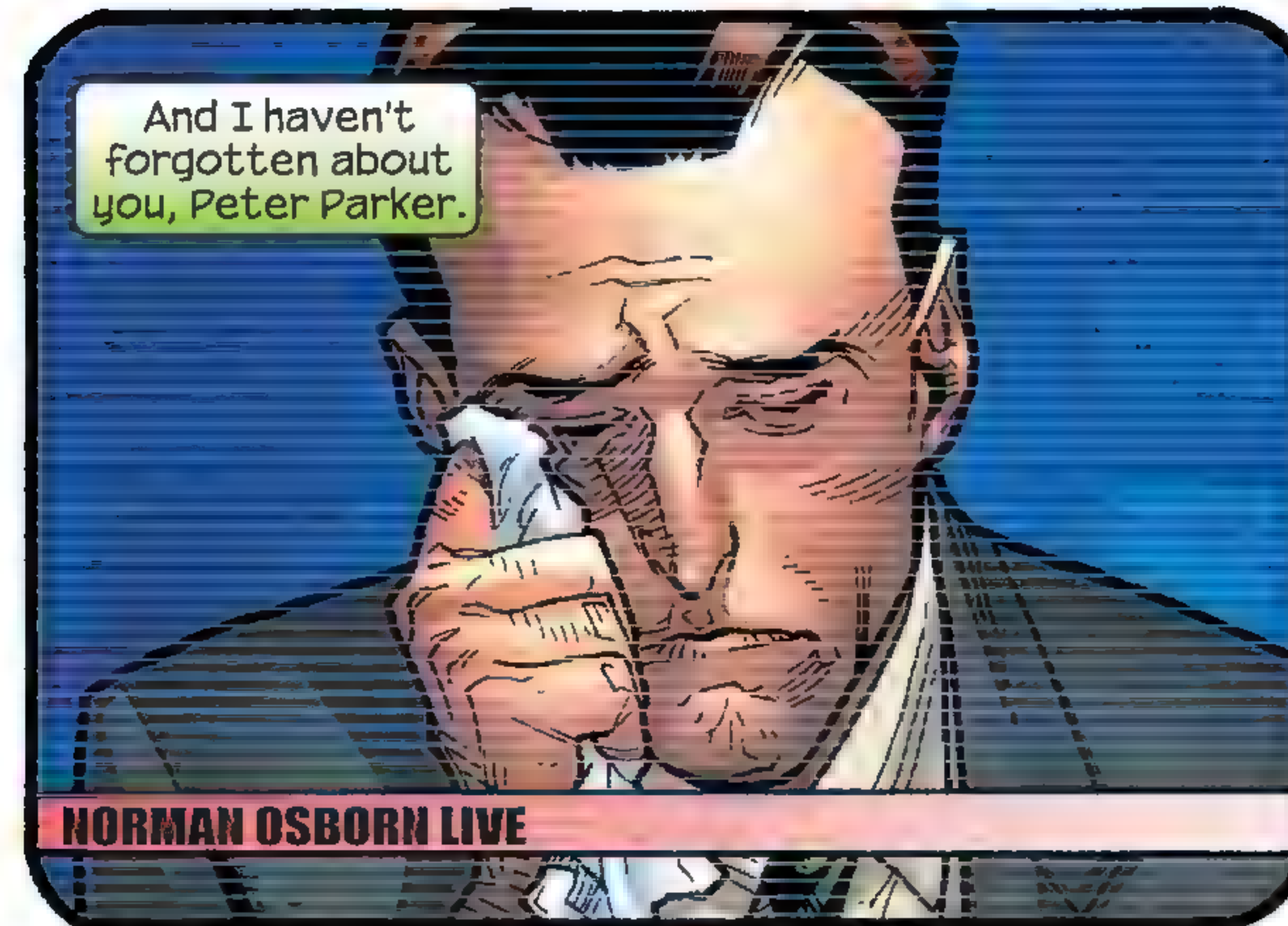
They're going to come and take me back!!
They might come barging through that studio door right now!!
The only reason I'm here is because that
Octavius maniac killed all those poor agents--
And he- and he...
Excuse me.



It's okay!
Take your time.



I was put in jail for trying to make the world a better place.
My wife is dead! My son- my son.



Why would Nick Fury, the top cop in the world, want to stop you from creating a super-soldier?



I- my only guess is--
Because if there are no more wars...
Nick Fury and his pals, those heroes, are out of their high-paying jobs.



NEXT ISSUE!



ULTIMATE SPIDER-MAN®

ISSUE
114

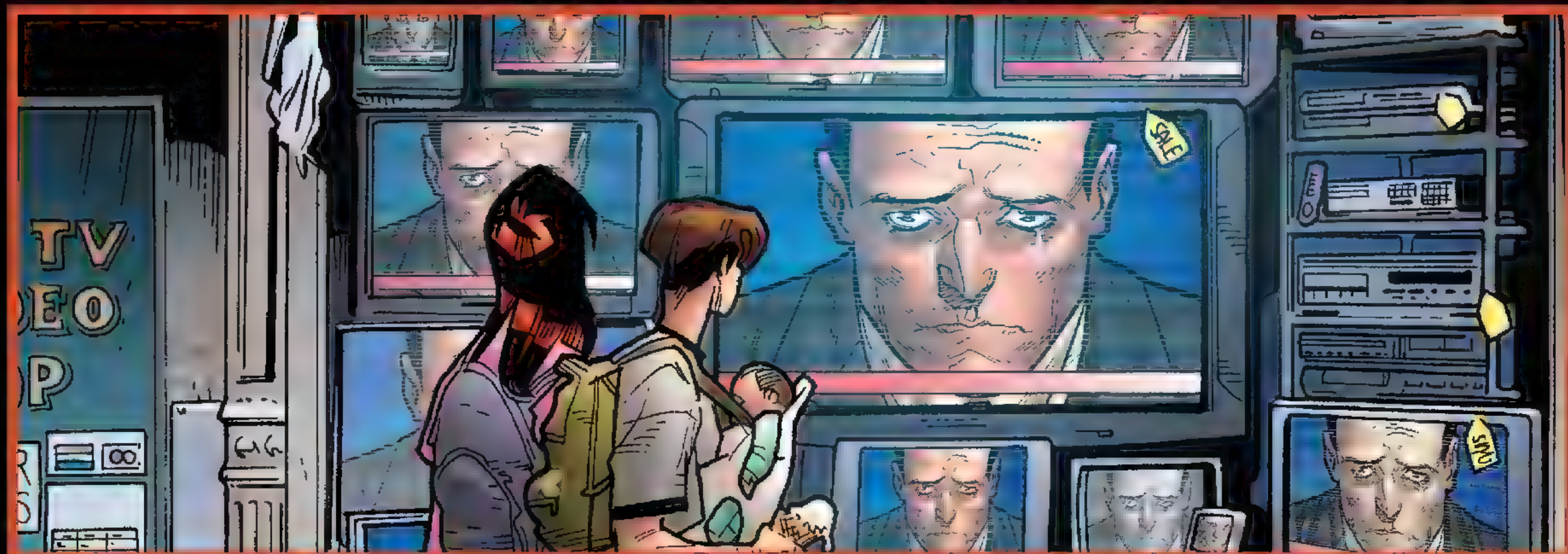


MARVEL

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von GRAWBADGER
PONSOR**

The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man!



PREVIOUSLY IN ULTIMATE SPIDER-MAN...

Peter Parker and MJ have gotten back together, leaving his troubled relationship with Kitty Pryde of the world-famous mutant team X-Men, in shambles. To make matters even worse, Kitty now goes to school with them!

Spider-Man has had several life-altering confrontations with the notorious Norman Osborn, a.k.a. the Green Goblin and the father of his once best friend, Harry.

Norman and other villains, including Electro, escaped imprisonment from the Triskelion, the former home of the world's premiere superteam, the Ultimates.

Norman ran to the press and told the world he was illegally arrested and detained by Nick Fury, head of the international espionage agency S.H.I.E.L.D., and that his son and company were taken away from him for no reason.

Peter and MJ were on a date when they happened to see the broadcast...

DEATH OF A GOBLIN PART 3

Brian Michael
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Immonen
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Wade von
Grawbadger
INKER

Justin
Ponsor
COLORIST

UC's Cory
Petit
LETTERER

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PRODUCTION

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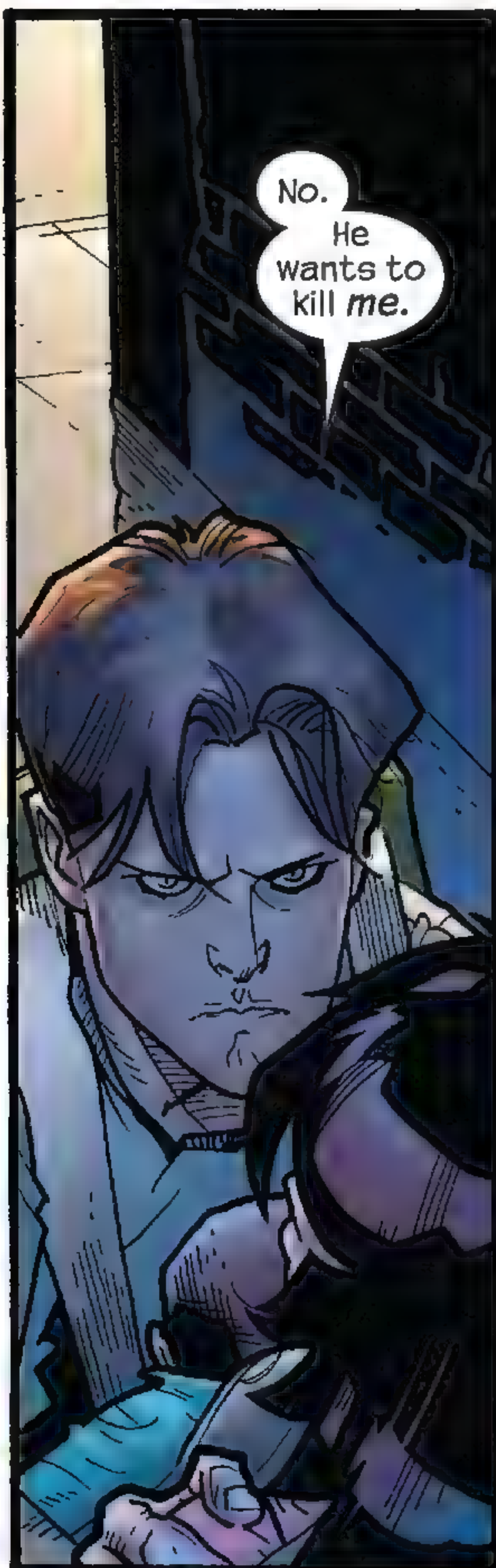
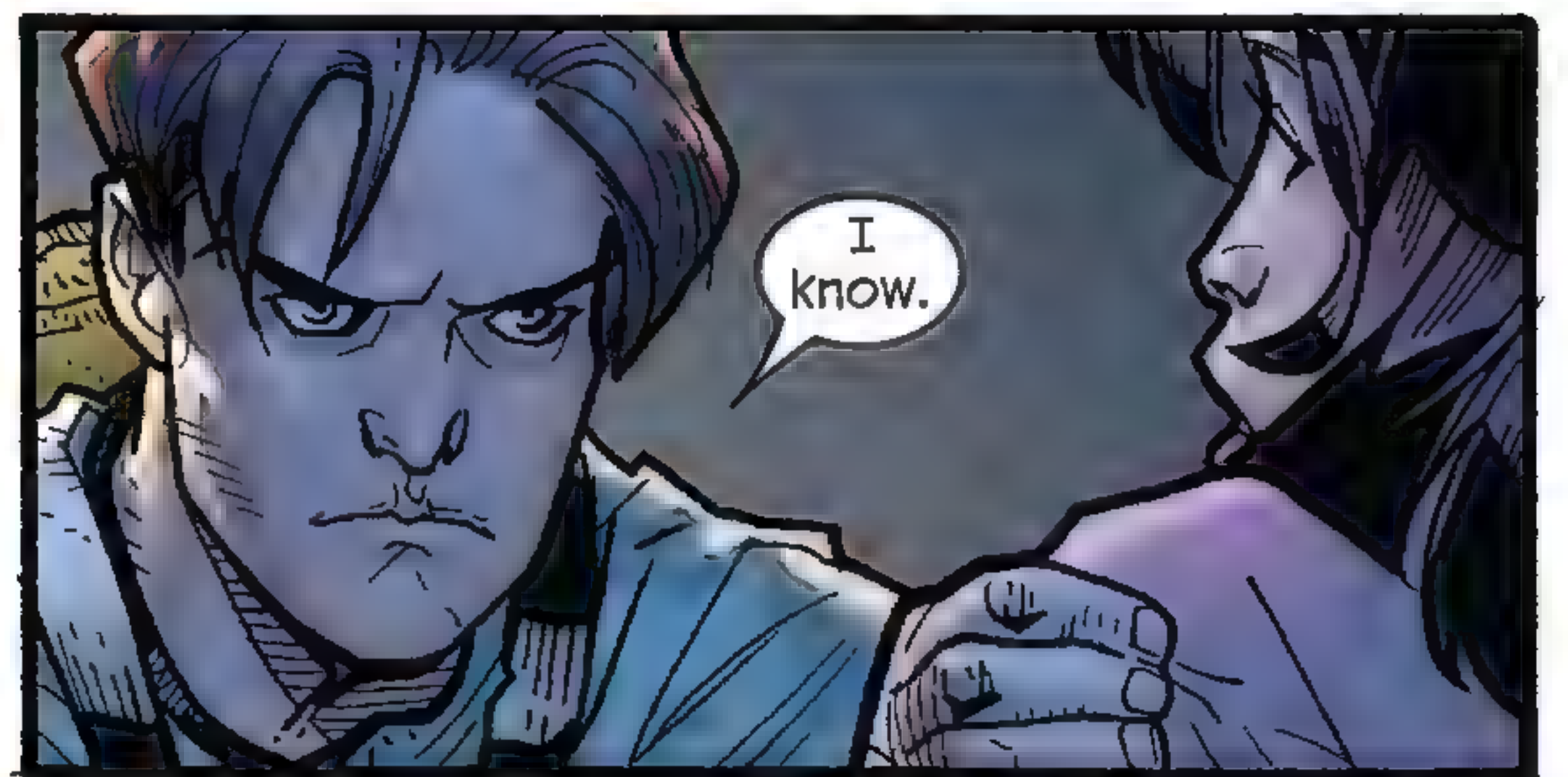
Ralph
Macchio
SENIOR EDITOR

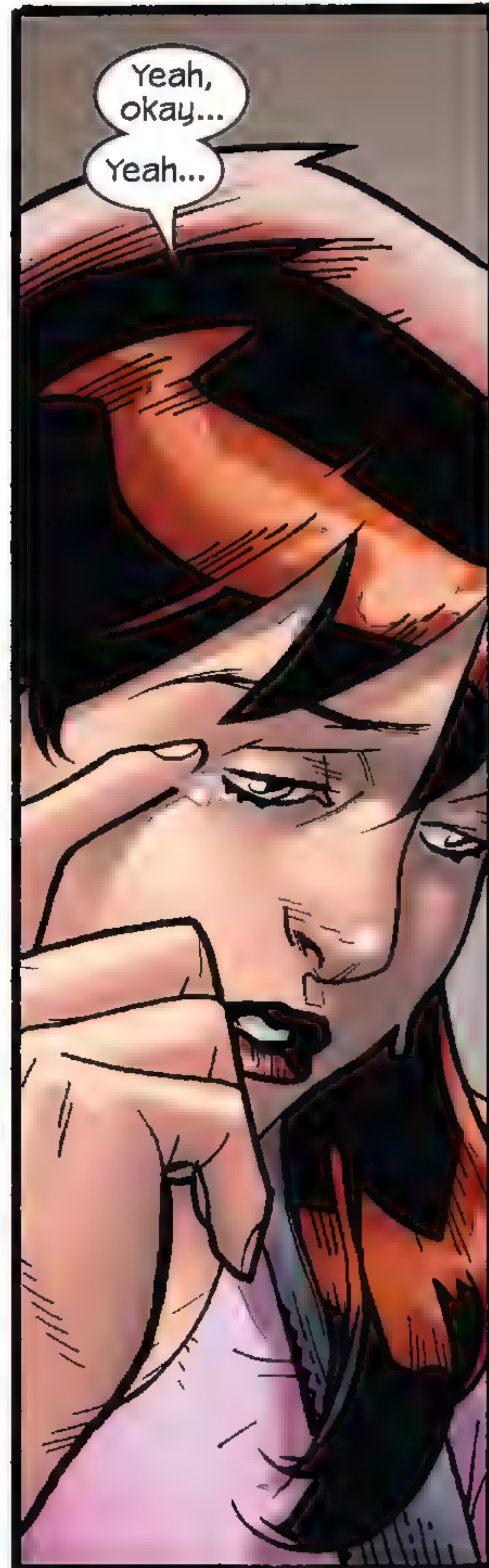
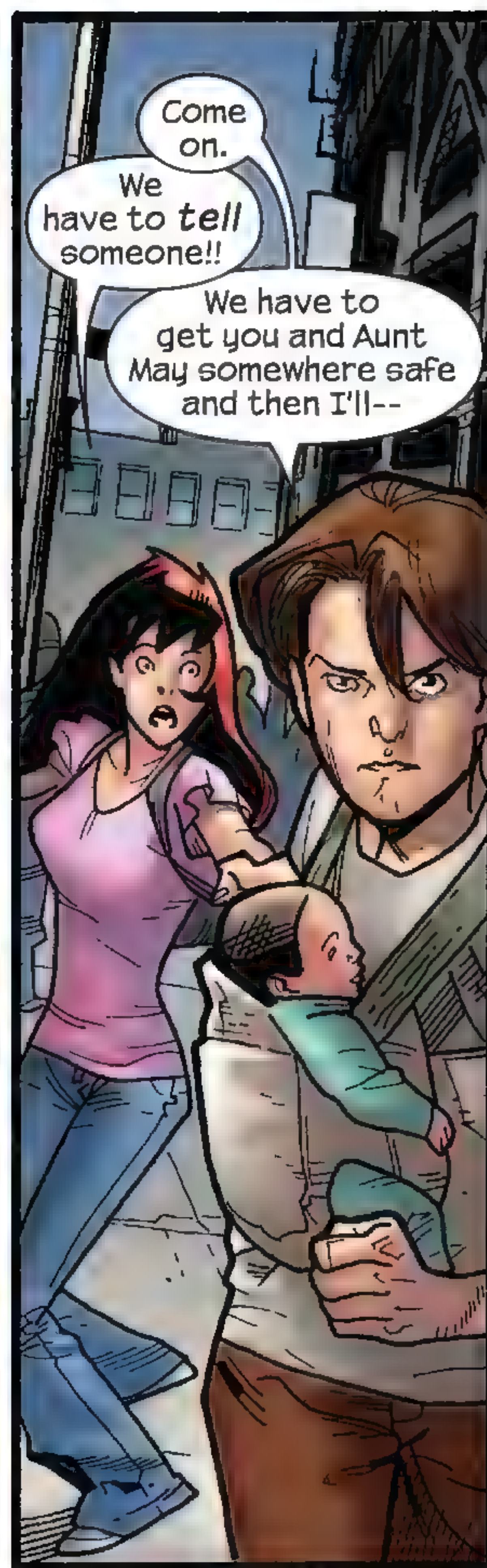
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Dan
Buckley
PUBLISHER

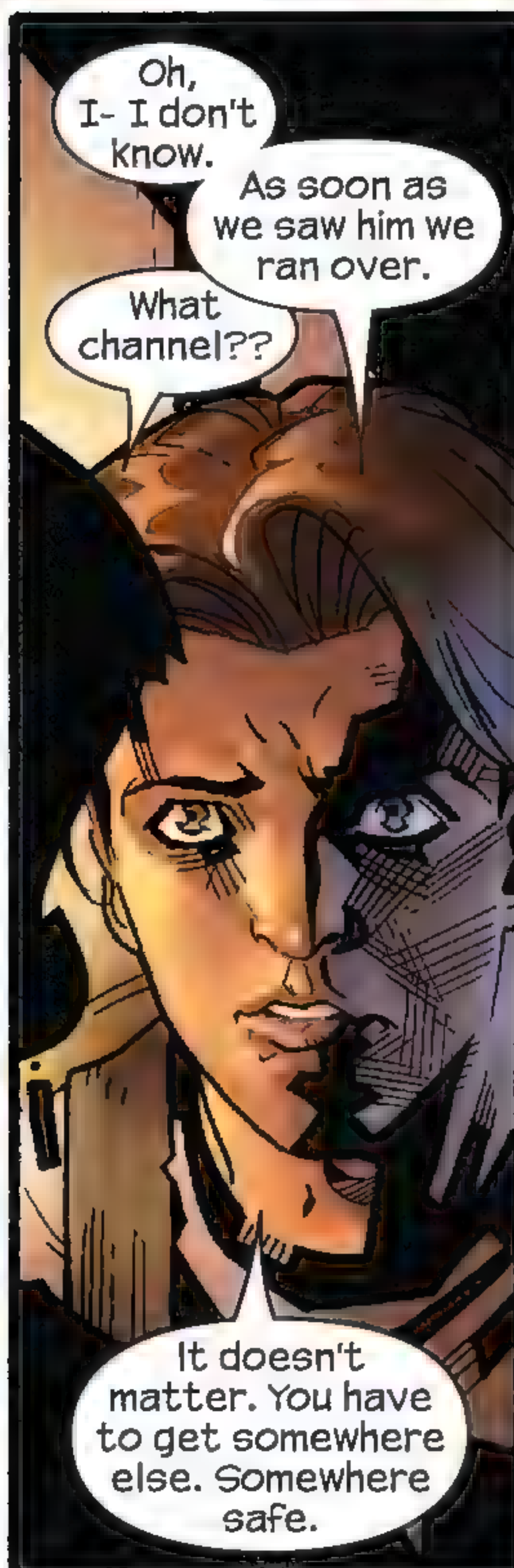
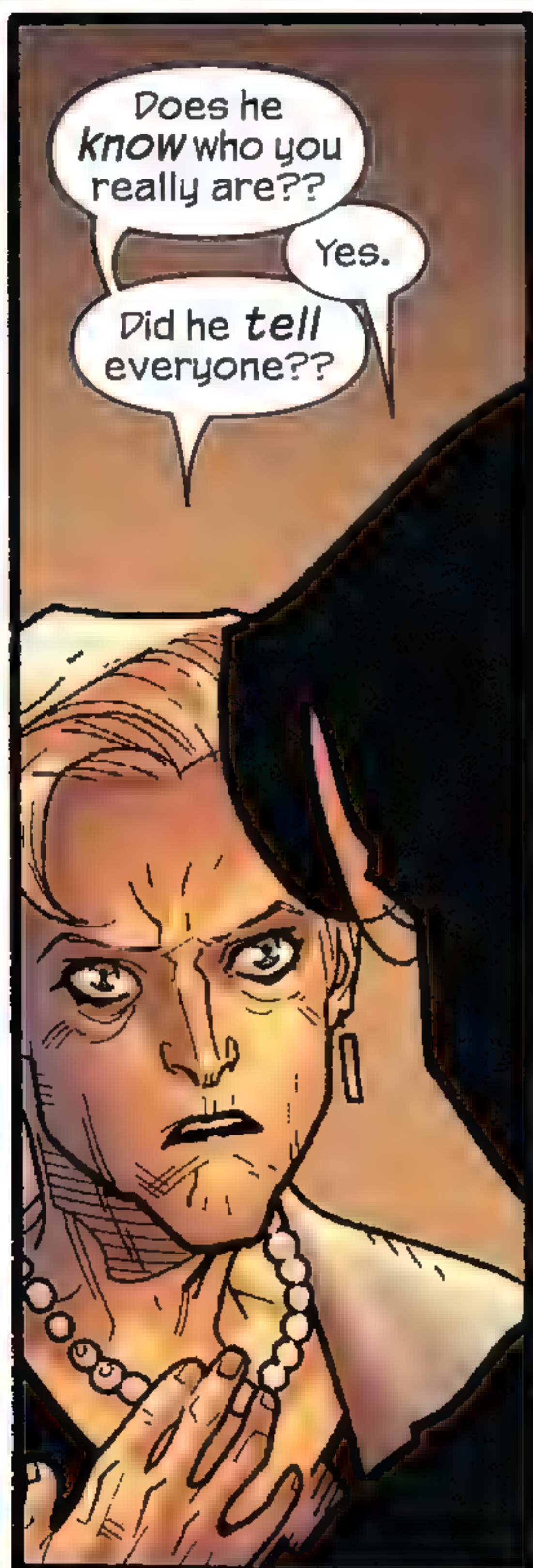
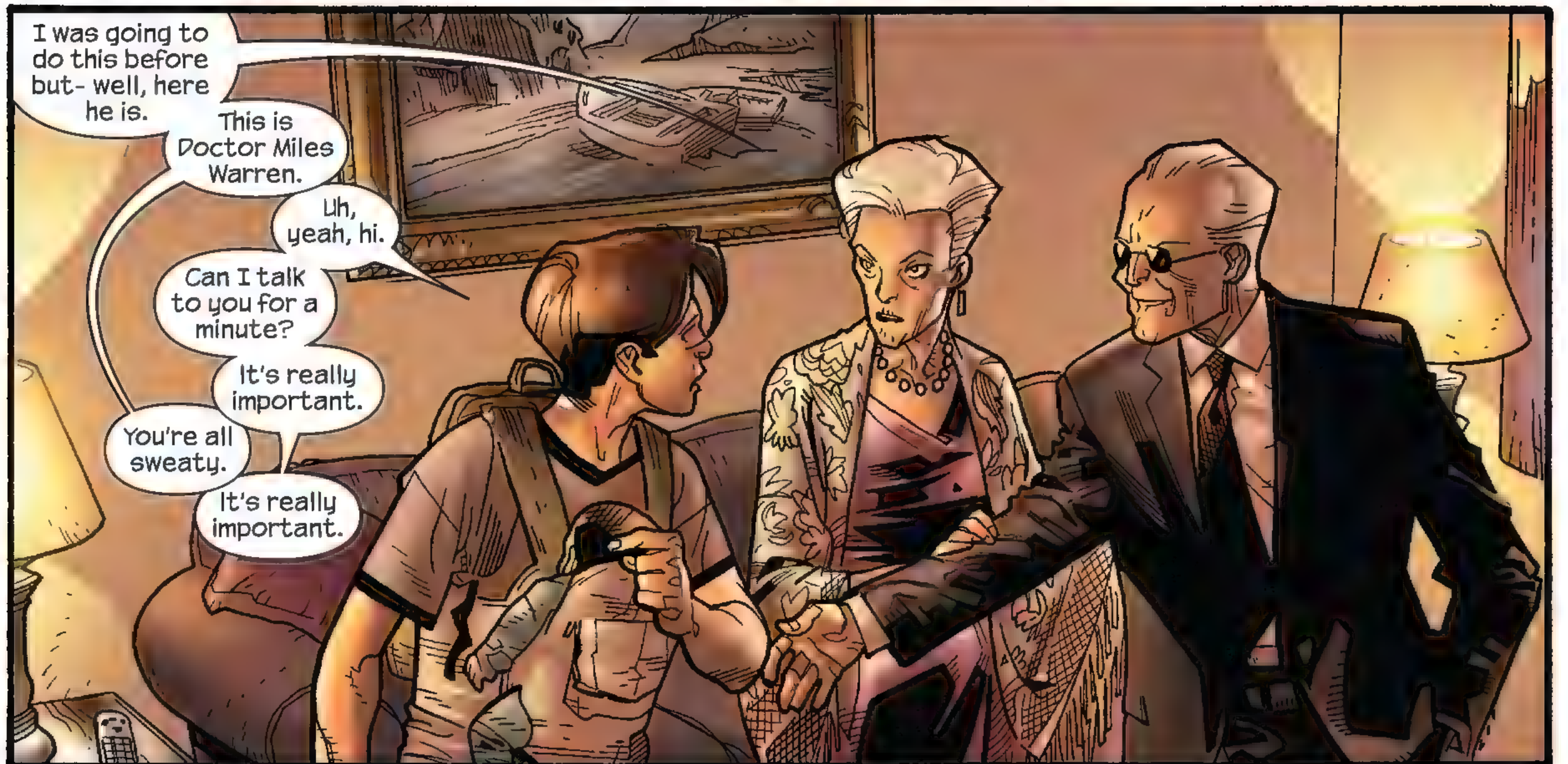
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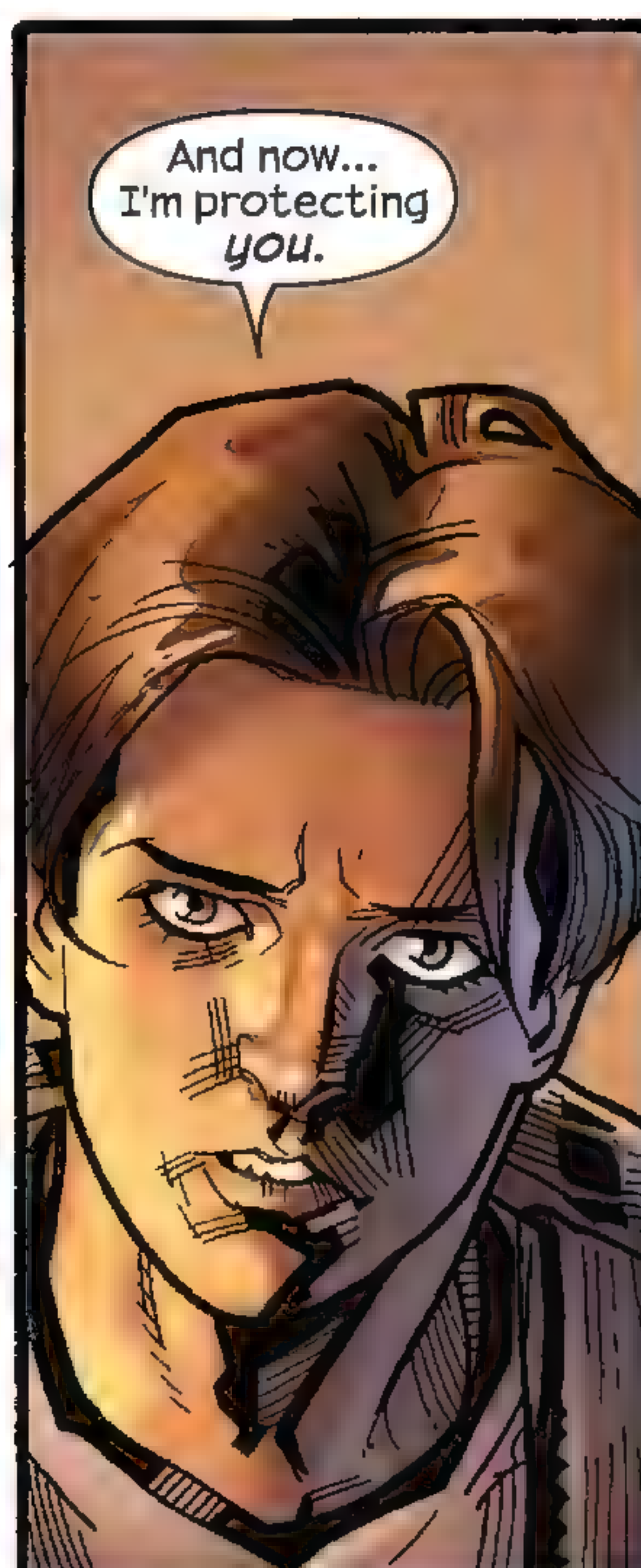
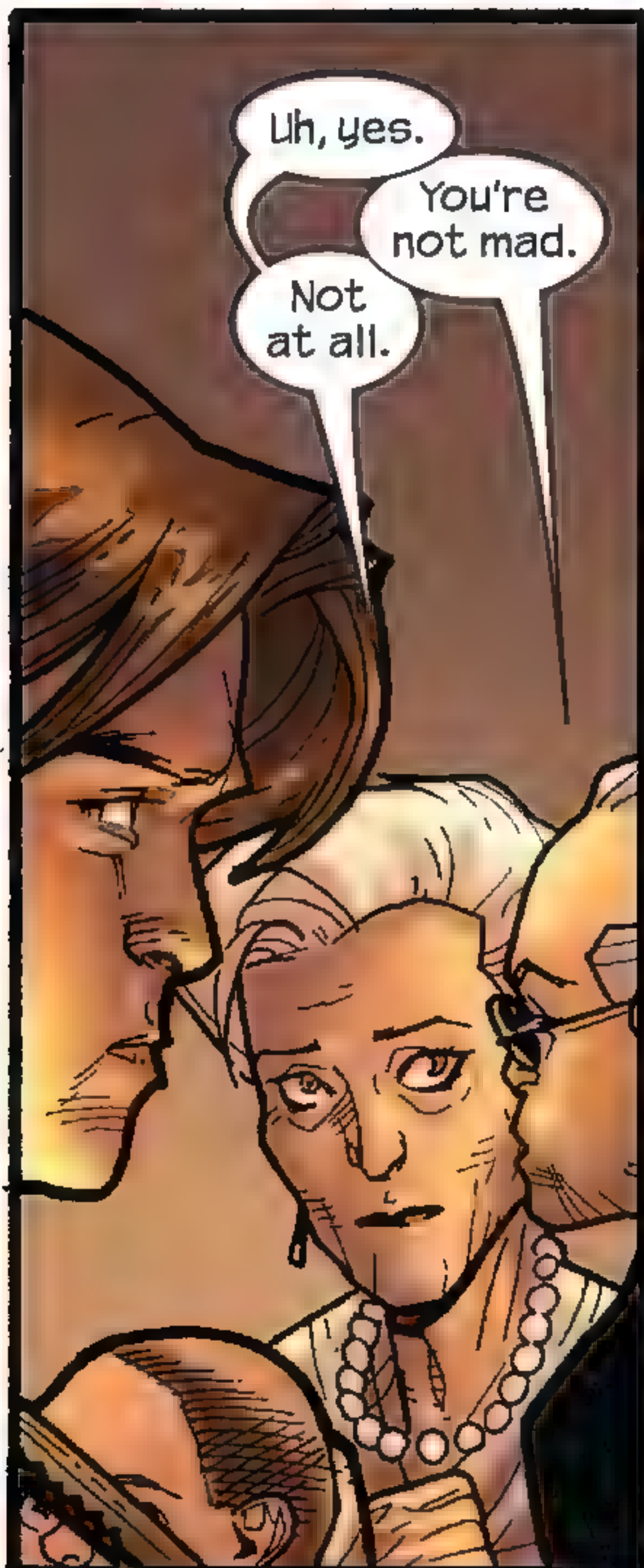
















He's not on TV anymore.
I lost my window there.

I know it's a long shot, but...

Let's see if he's home.

I know he's not. He's not *that* crazy...

But if I don't, at least, take a *peek*, I'll kick myself for not looking--

On the small chance he *is* that...

No.





Faaaar
out...
It's
Naked Electric
Guy!!

IT'S ELECTRO,
@#%\$!!



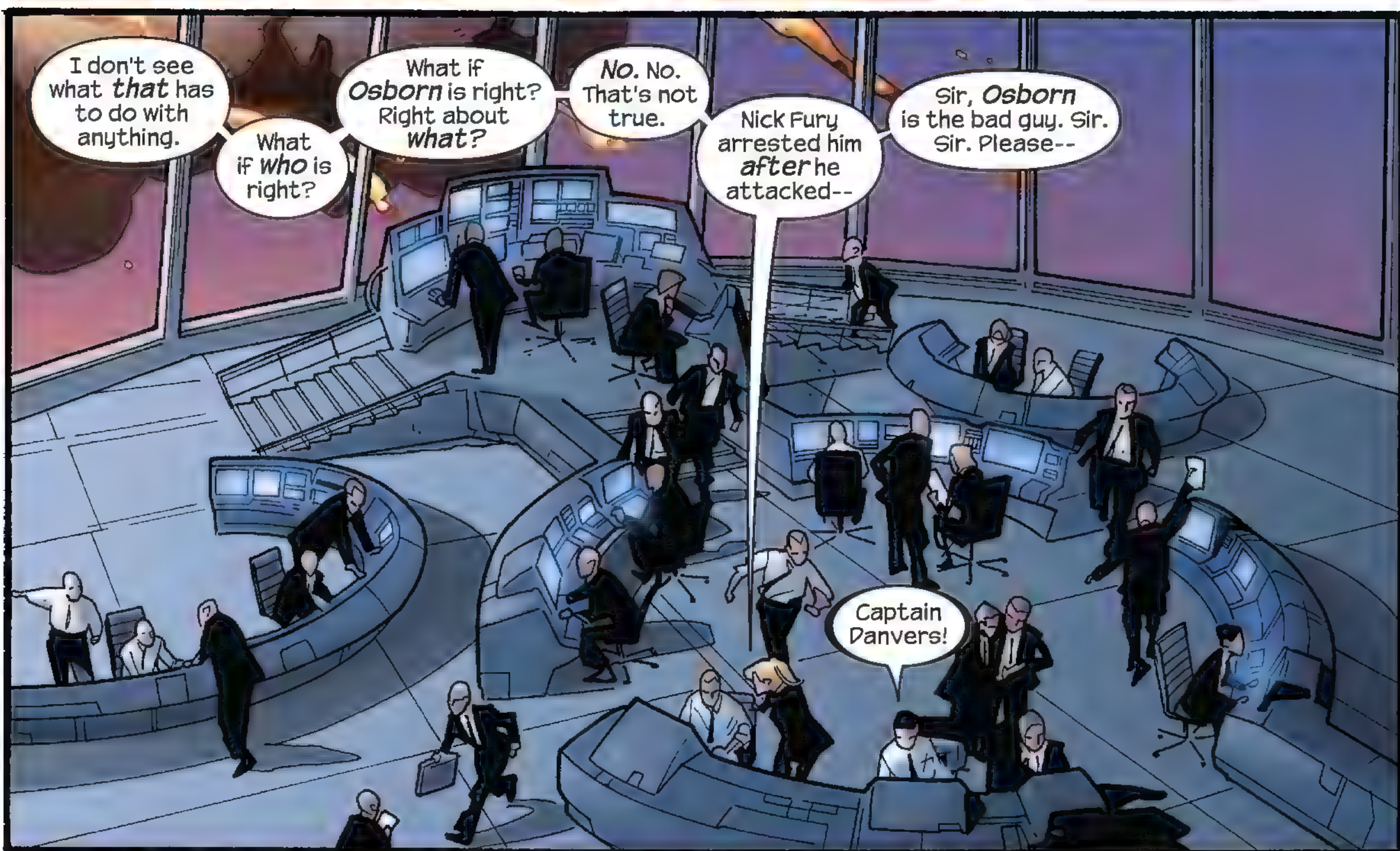
Whatever.
Lgh!! I don't
even *want* to know
what part of his body
that electricity is
shooting out of!

ZZACKRRK!

ZZACKRRK!



Mister President,
we *had* Osborn's
location.
We could
have had him in
custody right--



I don't see
what *that* has
to do with
anything.

What
if *who* is
right?

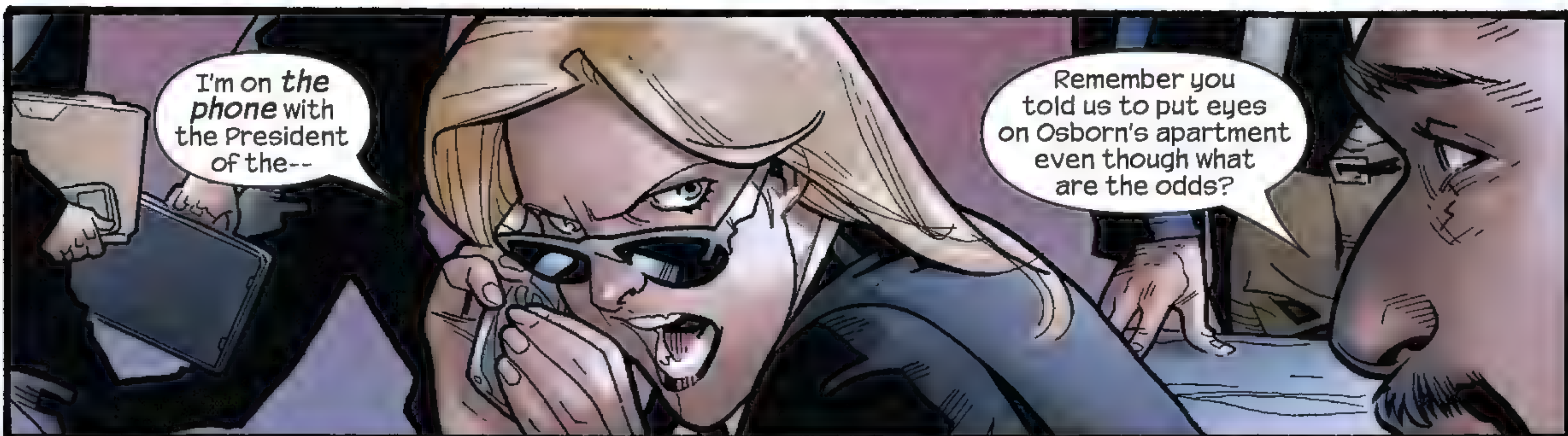
What if
Osborn is right?
Right about
what?

No. No.
That's not
true.

Nick Fury
arrested him
after he
attacked--

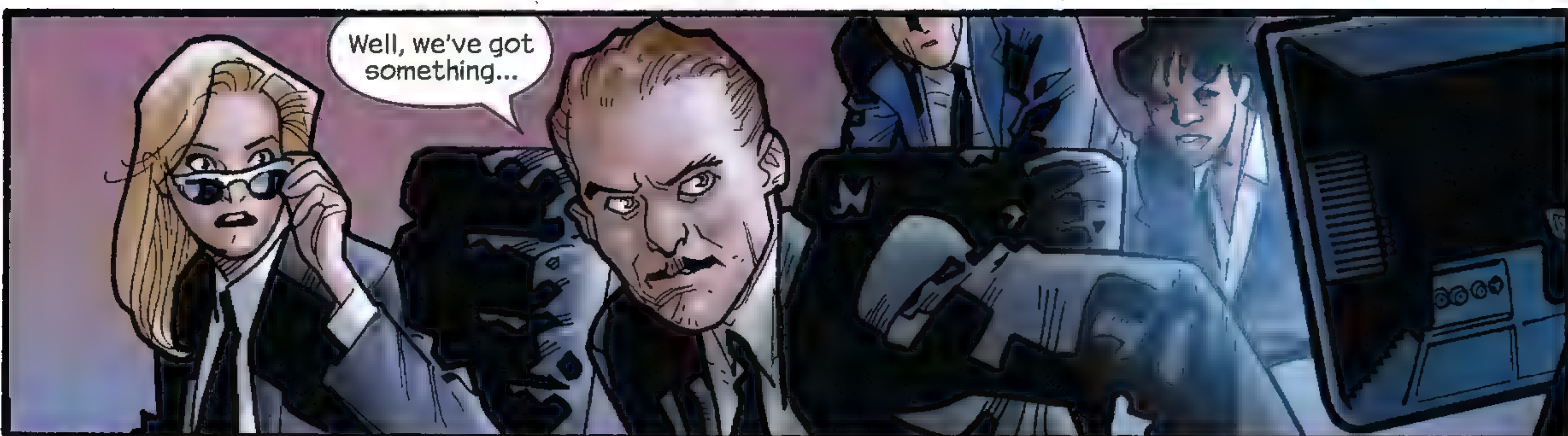
Sir, *Osborn*
is the bad guy. Sir.
Sir. Please--

Captain
Danvers!

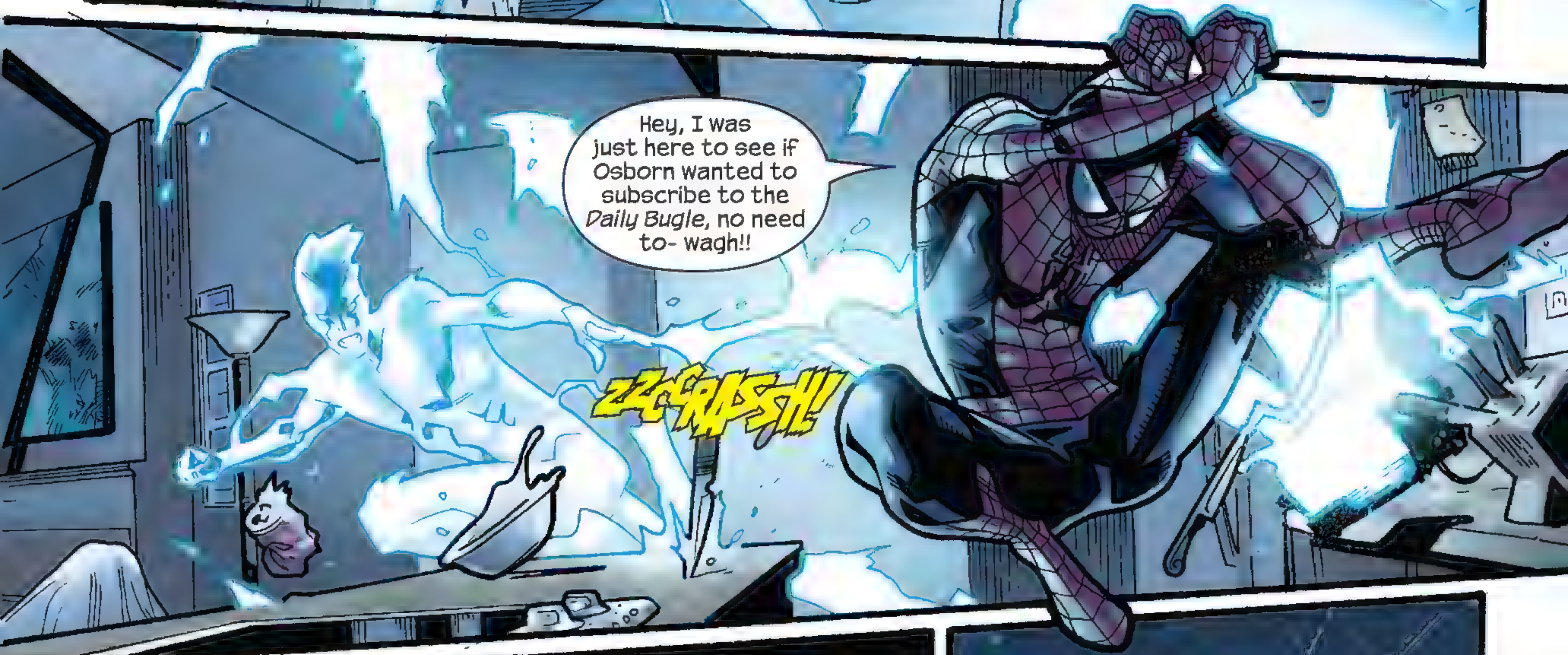


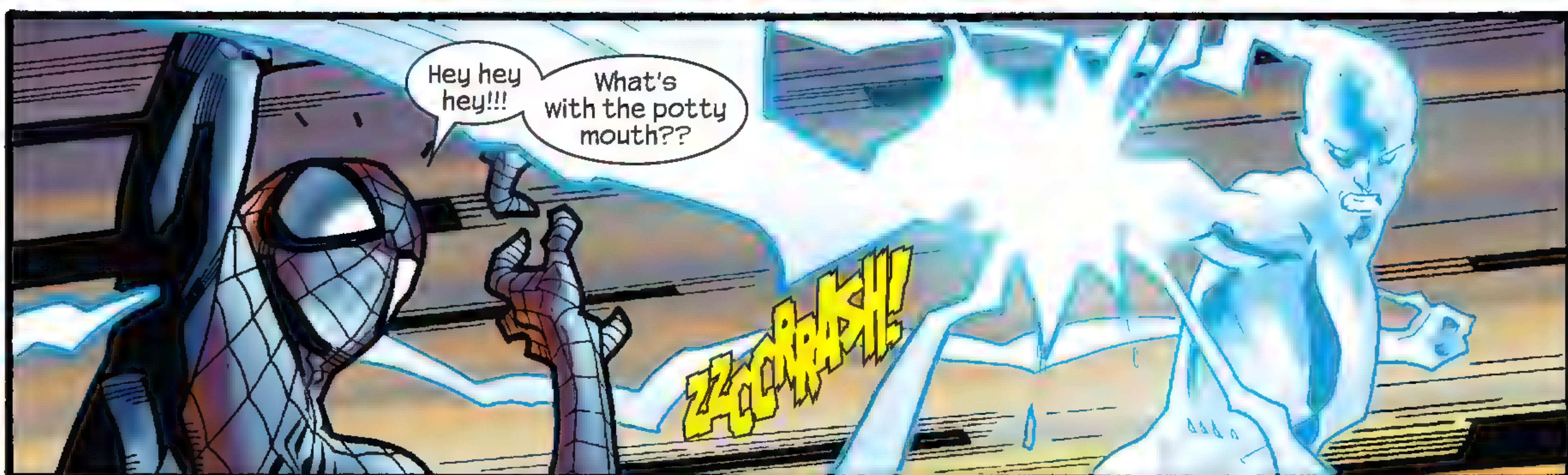
I'm on *the*
phone with
the President
of the--

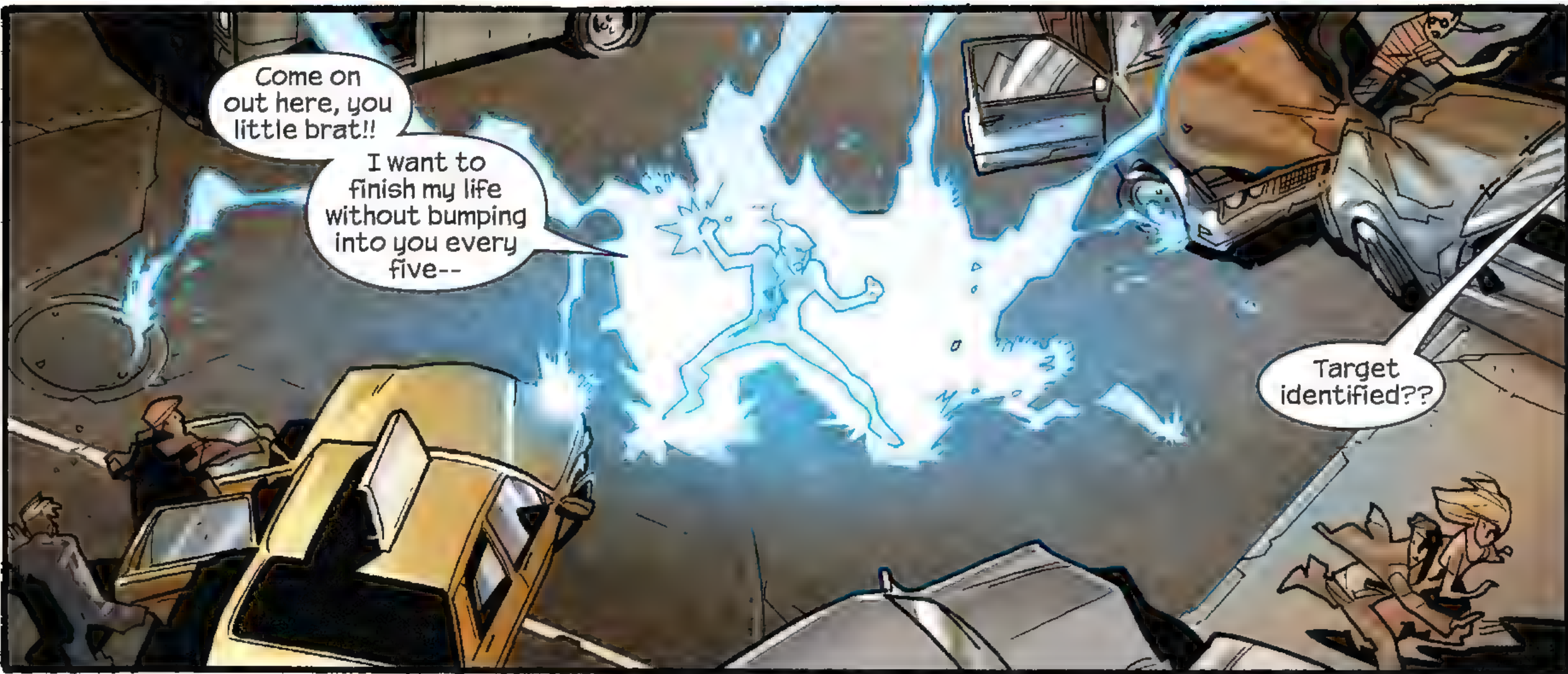
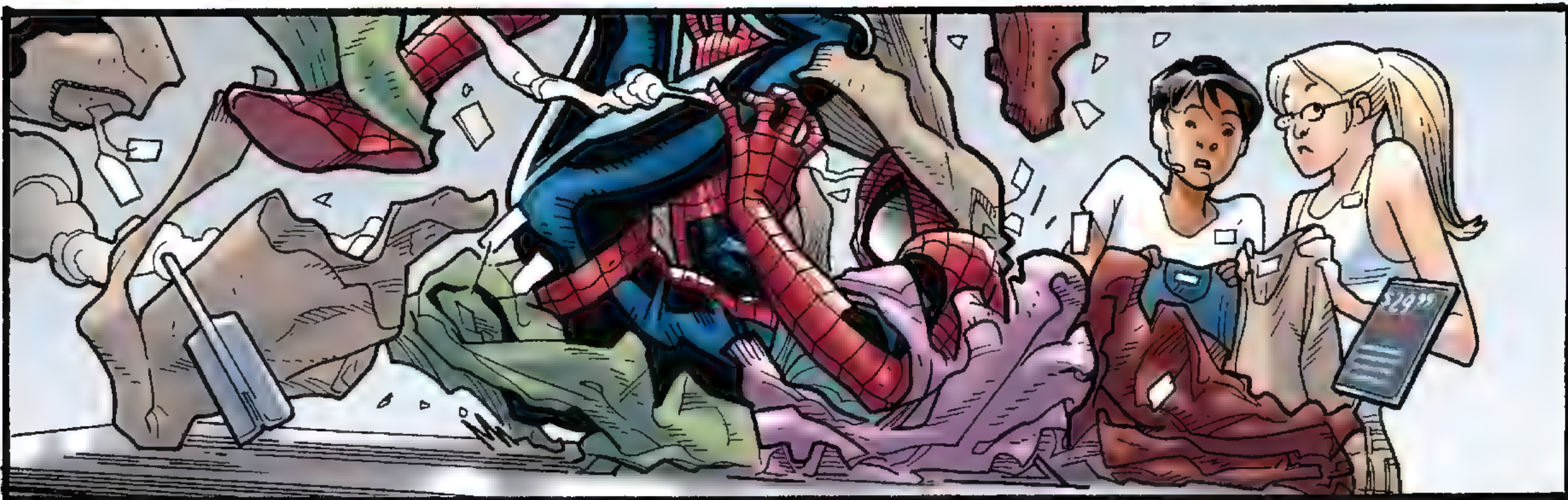
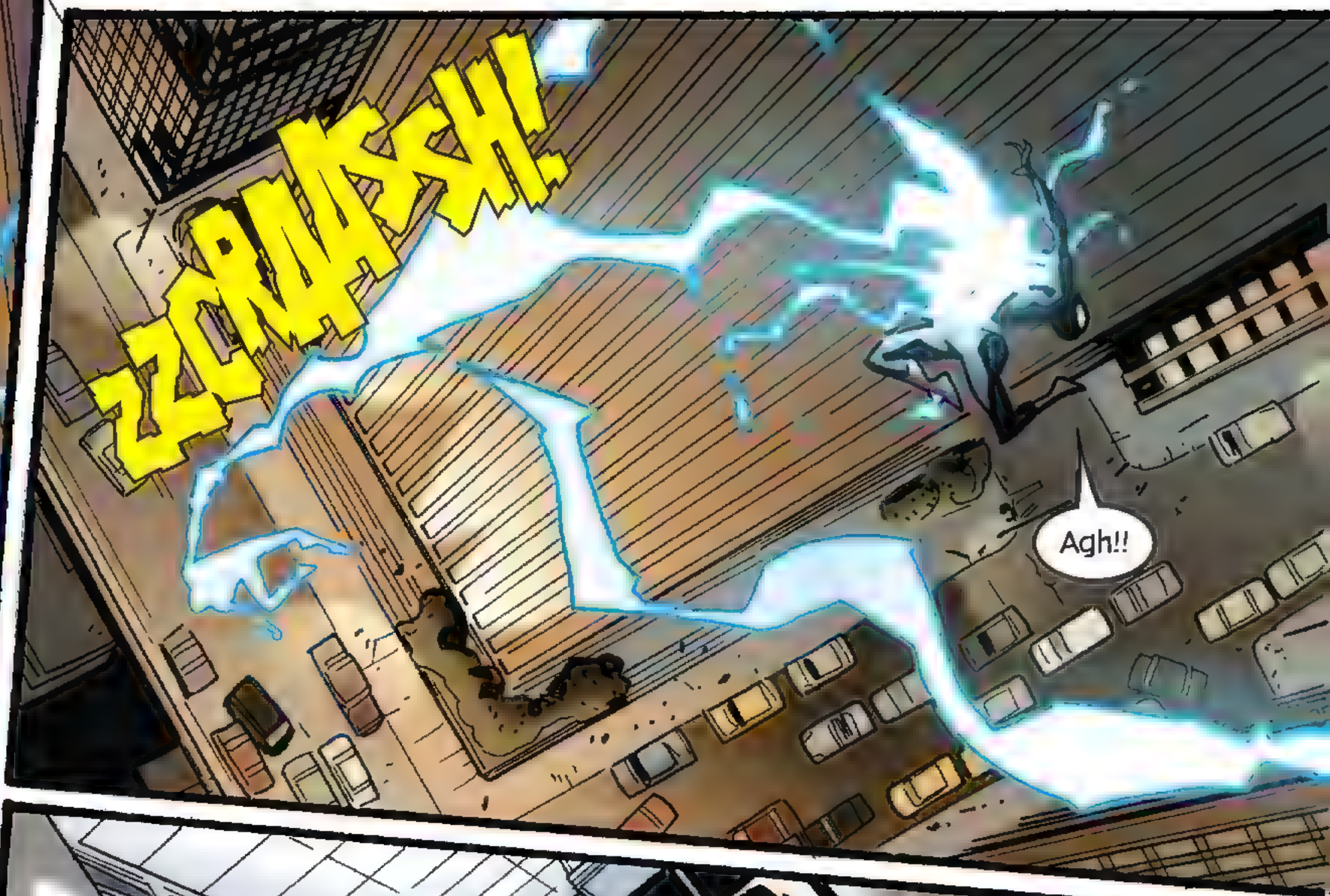
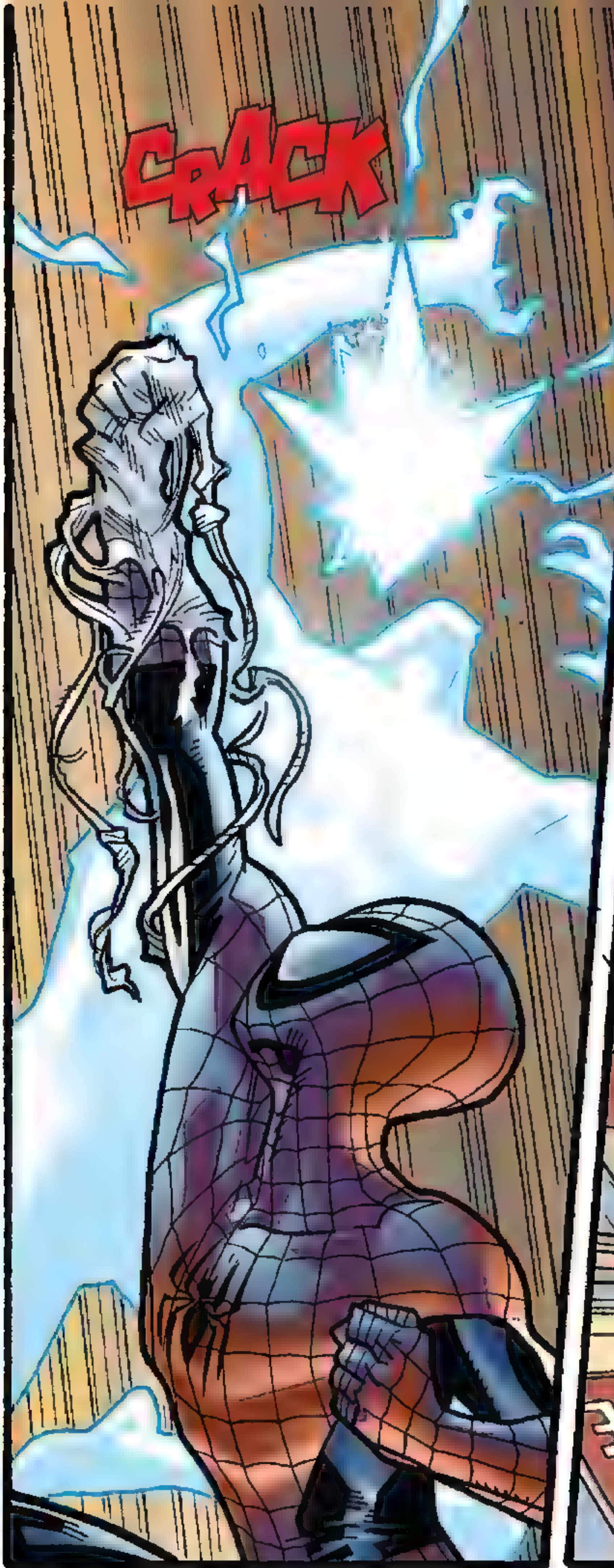
Remember you
told us to put eyes
on Osborn's apartment
even though what
are the odds?

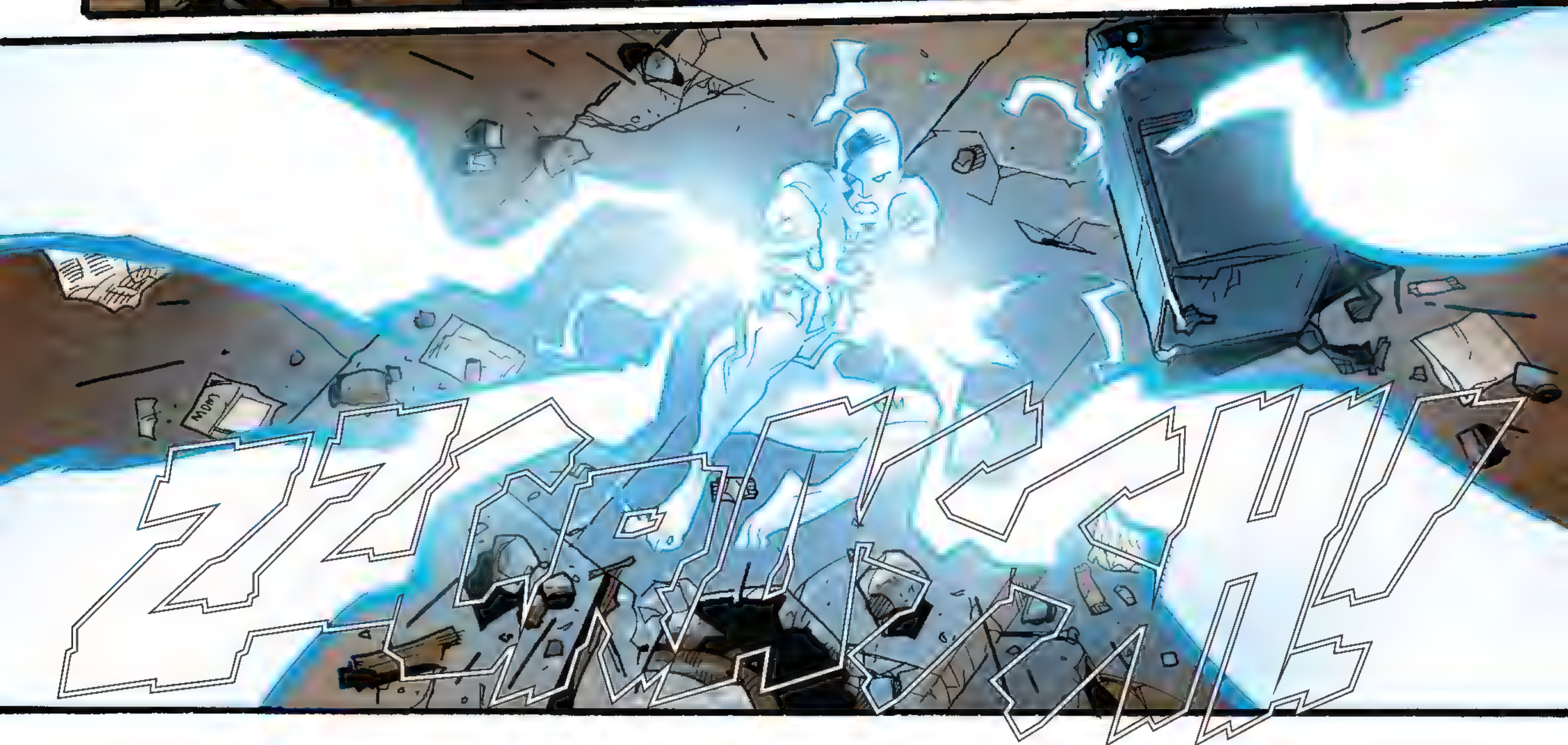
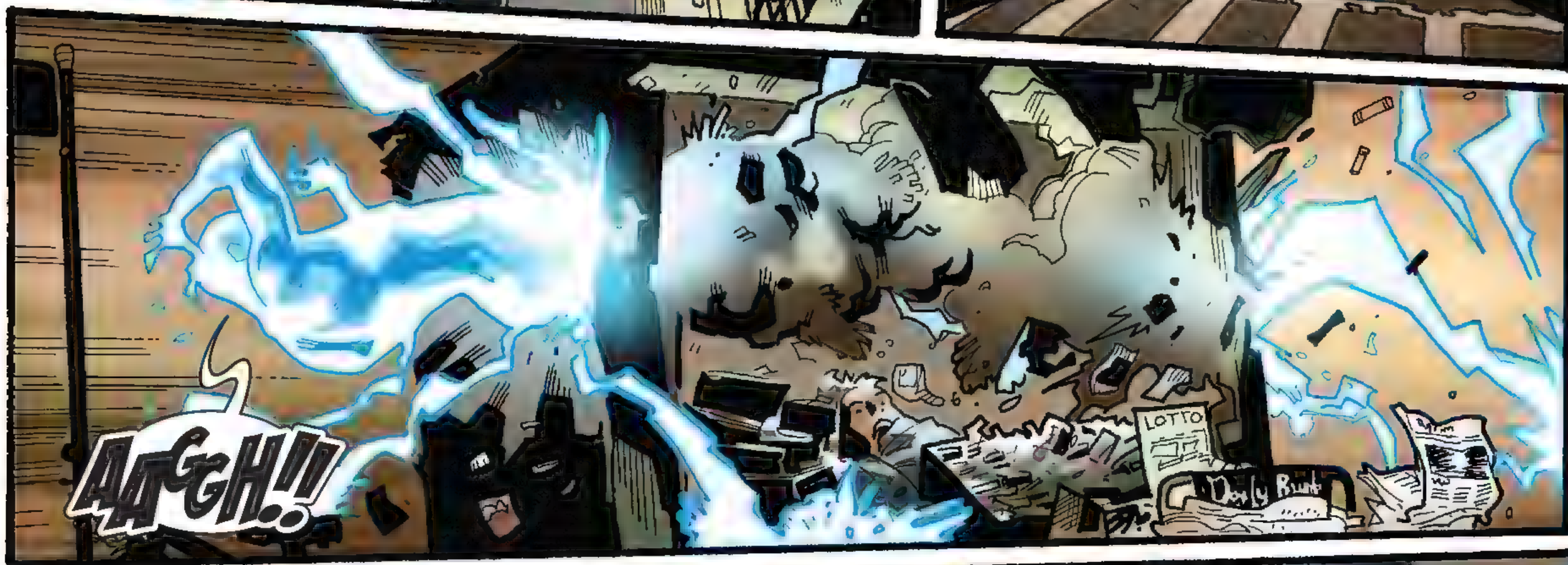


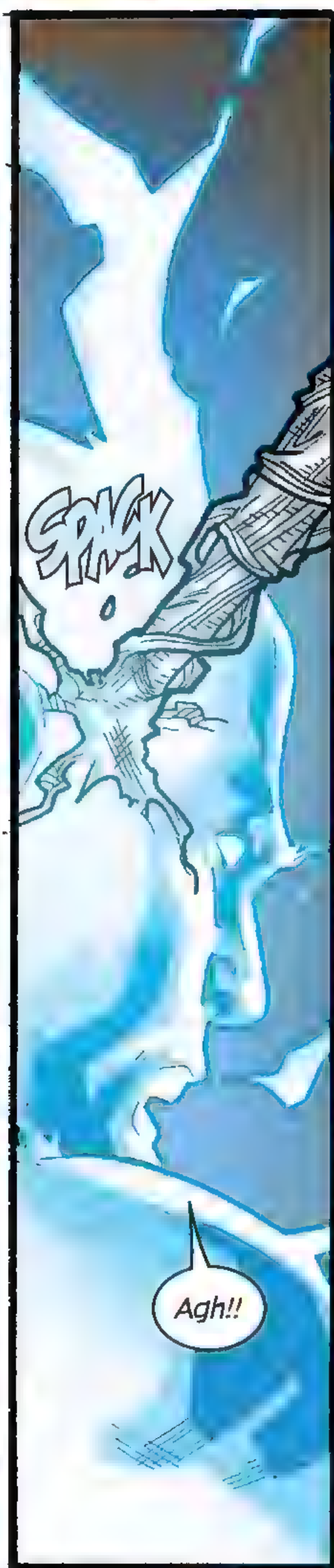
Well, we've got
something...

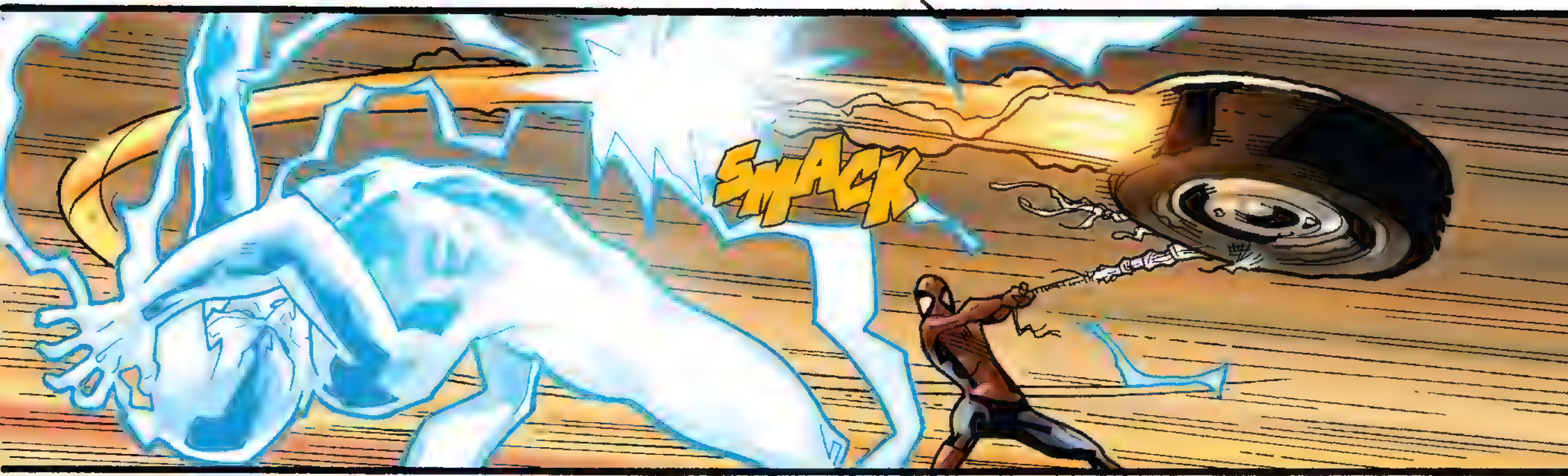












You got it!!
Take the shot!!



Uh, let me get out of the way before you- agh!!
Thank you!!



Hey, I have a question...

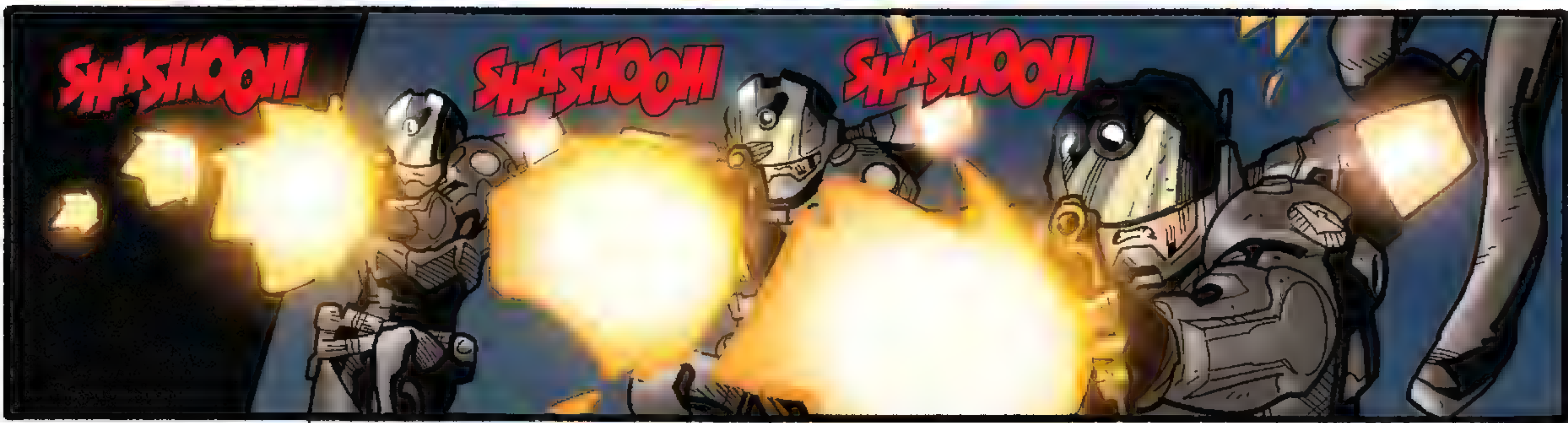
...at a moment like this...

...when you kind of *know* the fight's pretty much over...
...you ever get the urge to just...

Hhuurraaggh!!

...I don't know...

...give up?





You're
not going
tooo

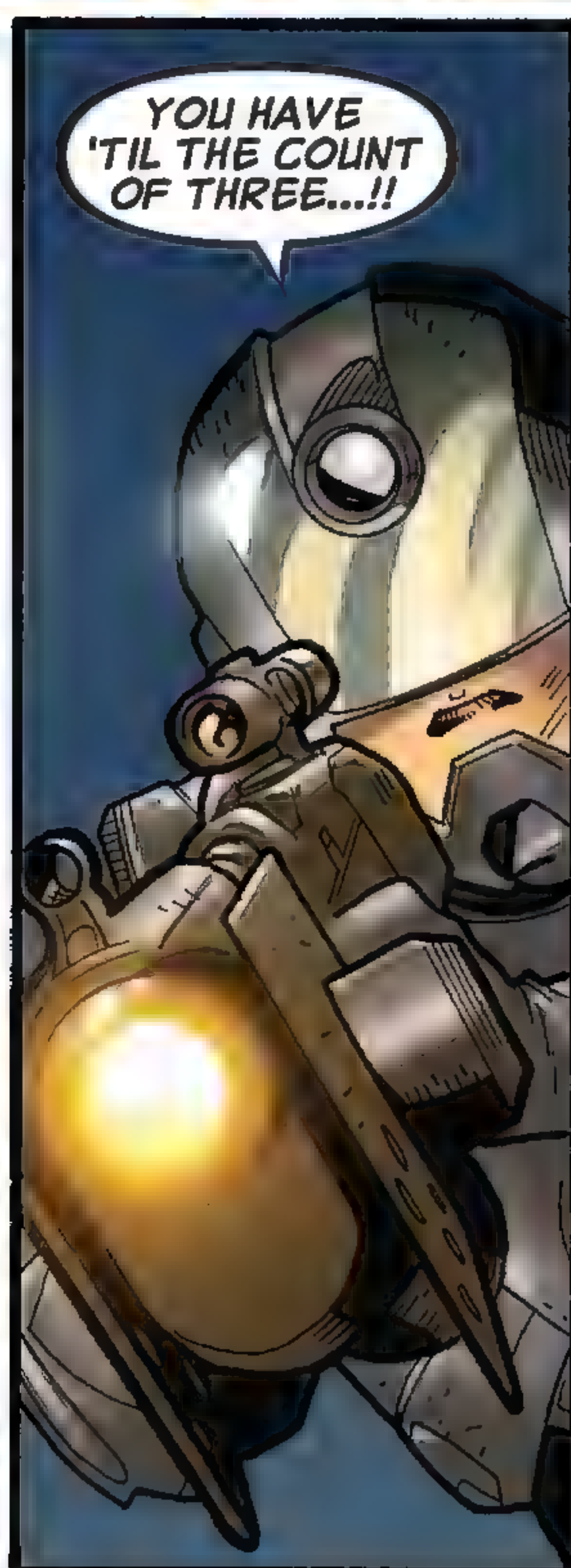
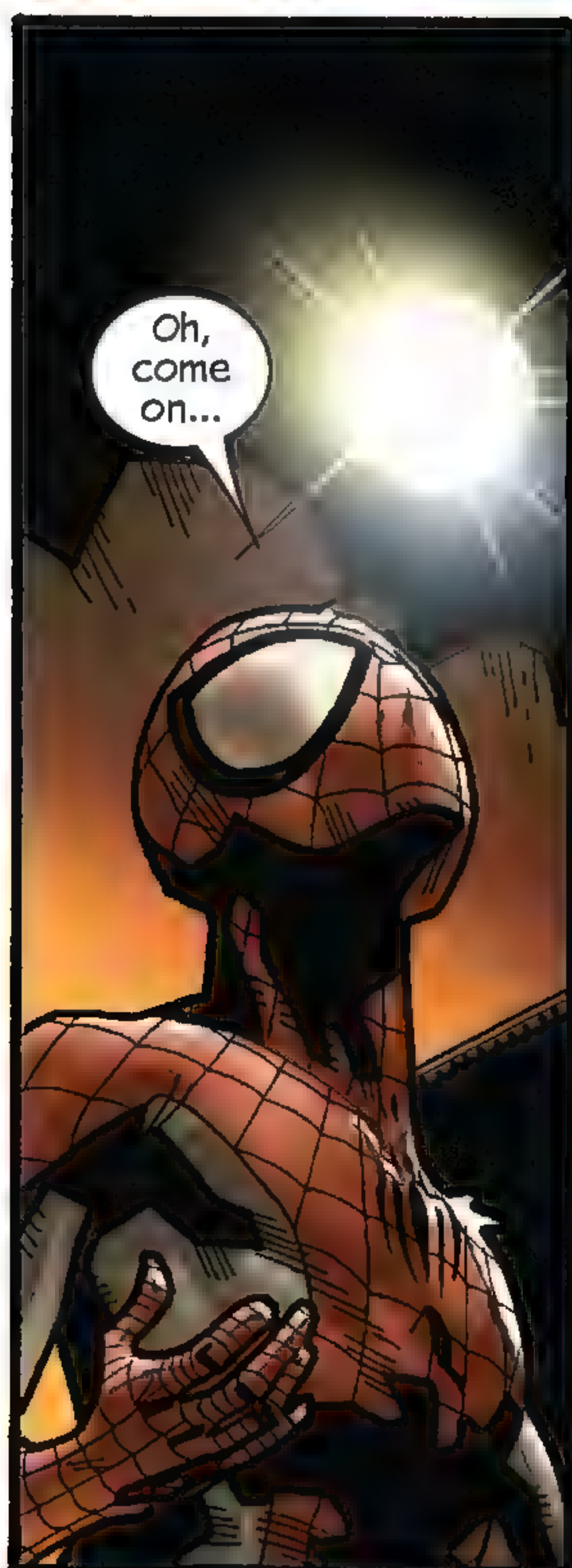
AARRGGHH!!

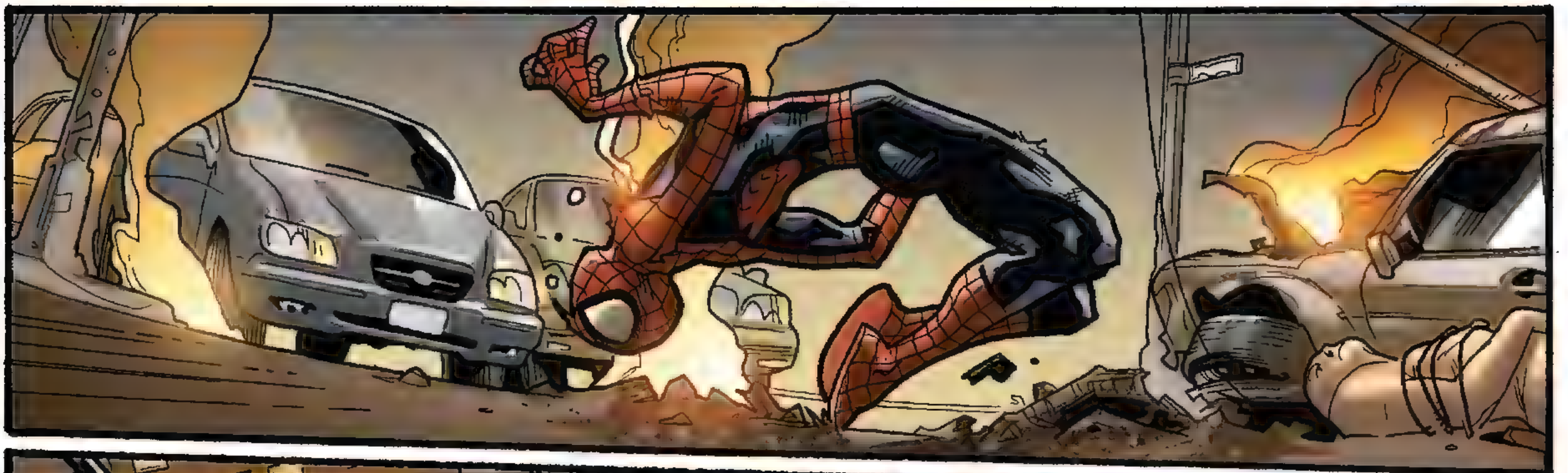
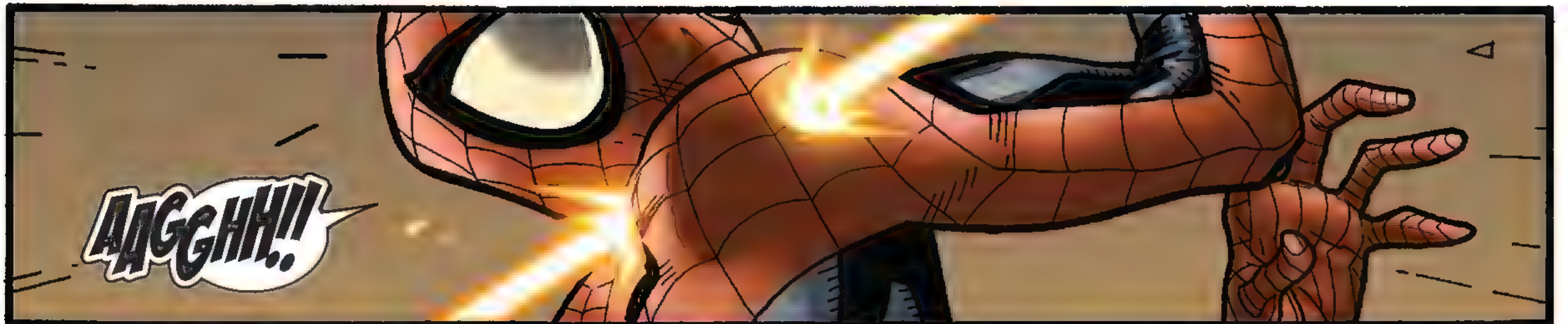


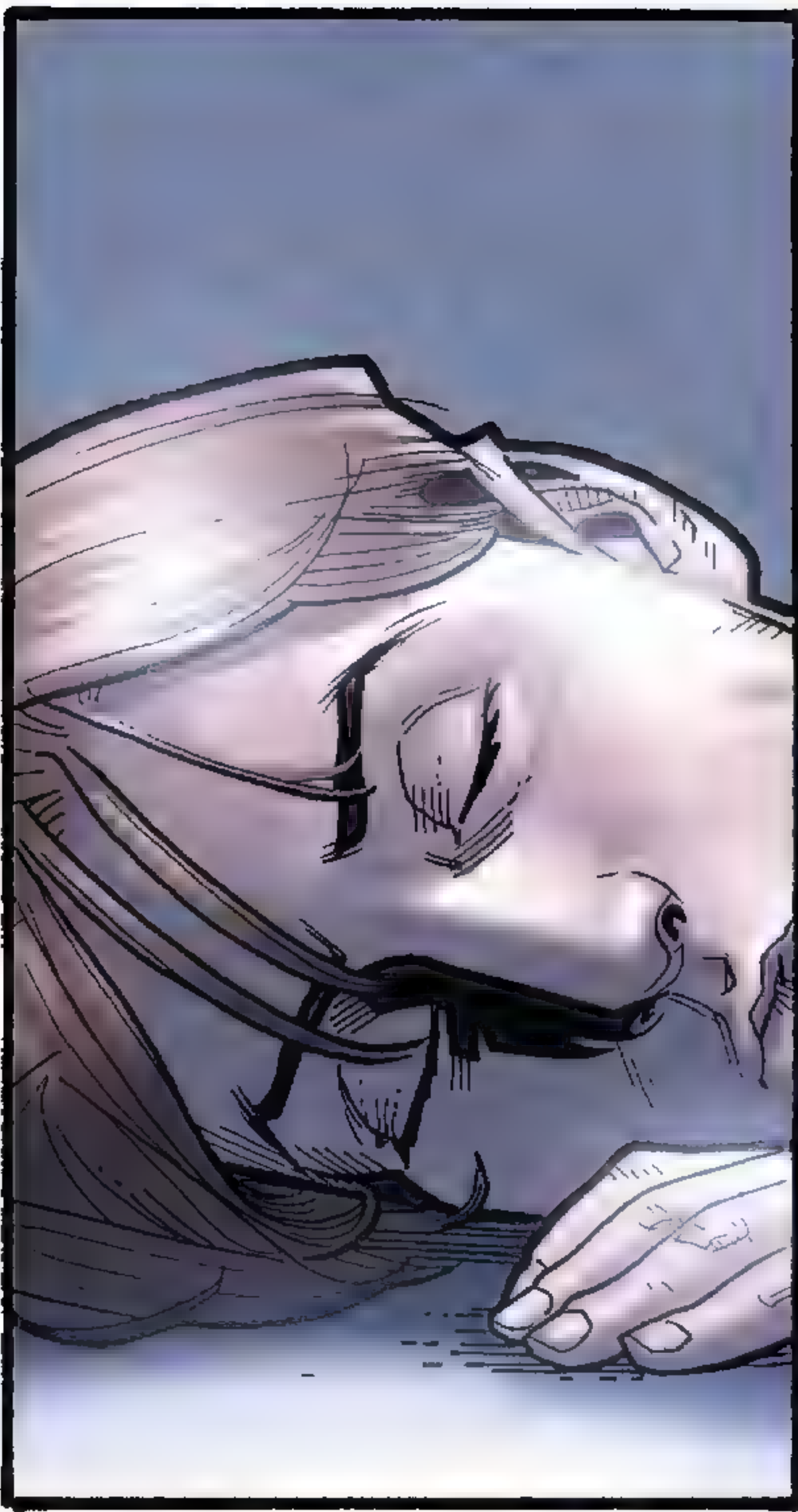
Whoah!!



**I'LL
KILL YOU
ALL!!!!**







To be continued...

ULTIMATE SPIDER-MAN®

ISSUE
115

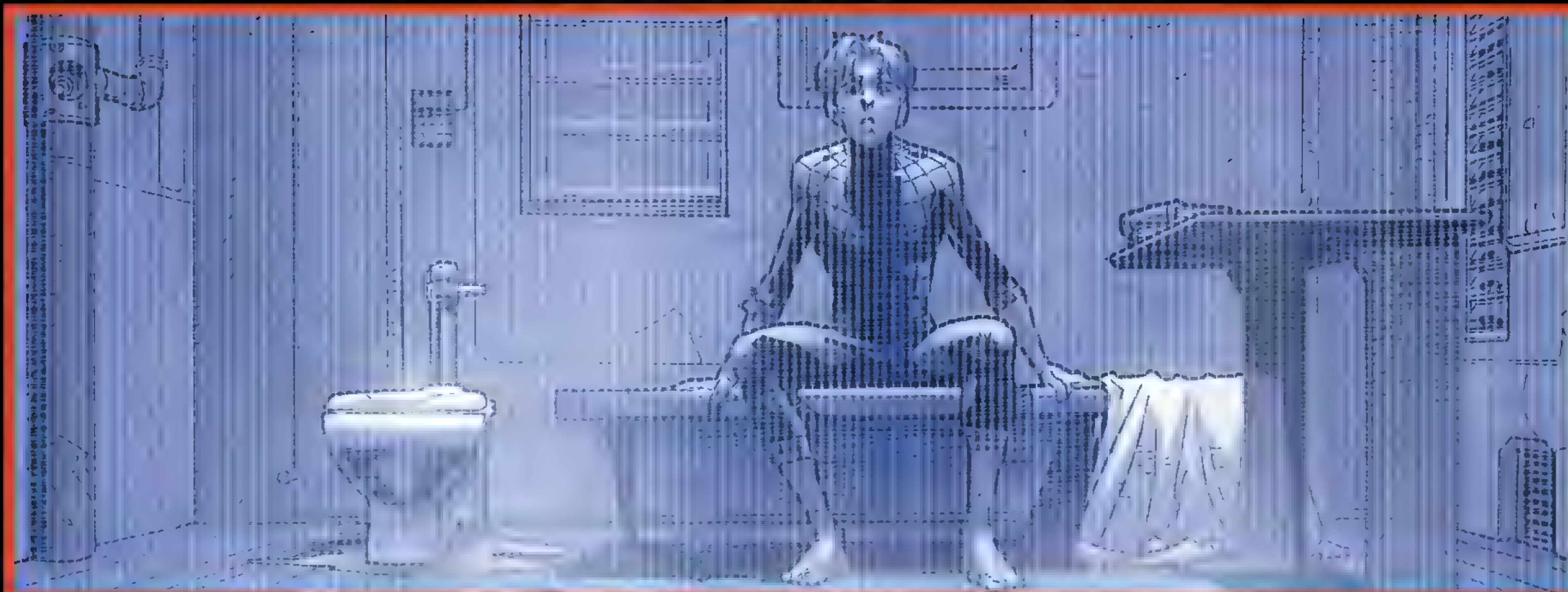


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MARVEL

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Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man!



PREVIOUSLY IN ULTIMATE SPIDER-MAN...

Peter Parker and MJ have gotten back together, leaving his troubled relationship with former X-Man Kitty Pryde (who now attends their school), in shambles.

Since his career began, Spider-Man has had several life-altering confrontations with the notorious Norman Osborn, a.k.a. the Green Goblin, the father of his once-best friend Harry.

Recently, Norman and other villains, including Electro, escaped imprisonment from the Triskelion, the former home of the world's premiere superteam, the Ultimates. Nick Fury, the leader of the international espionage organization S.H.I.E.L.D. (which runs the Triskelion), is on a top secret assignment and Captain Carol Danvers is in charge.

Norman then ran to the press and told the world he was illegally arrested and detained by Fury, and that his son and company were taken away from him for no reason.

Knowing that his arch-nemesis would strike at him, Peter immediately sent MJ and Aunt May away for safety and went after Osborn, only to stumble into battle with Electro (who was hiding out in Norman's apartment). But when S.H.I.E.L.D. agents moved in and opened fire, the fight abruptly ended... with Spider-Man being taken into custody!

DEATH OF A GOBLIN

PART 4

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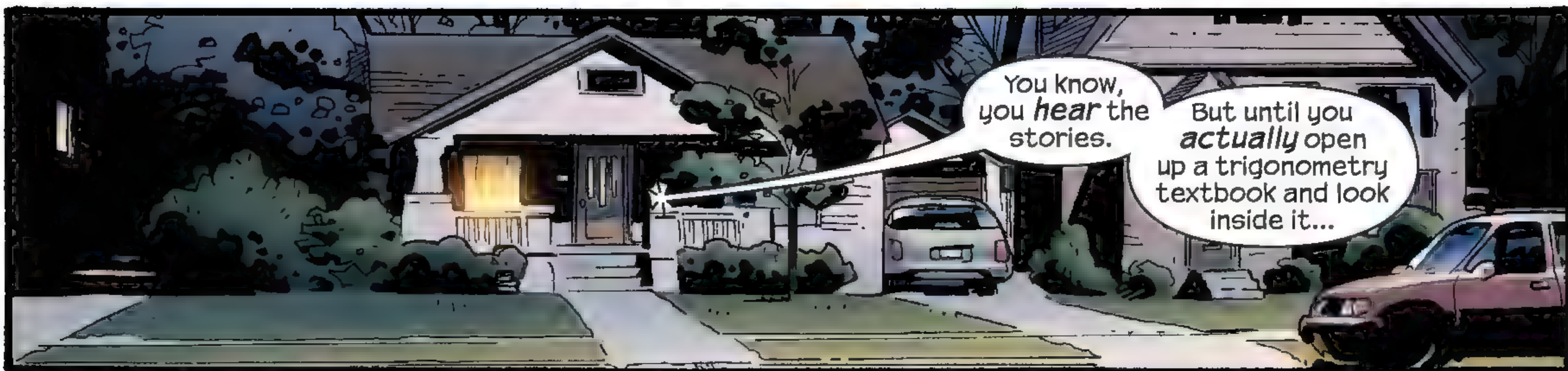
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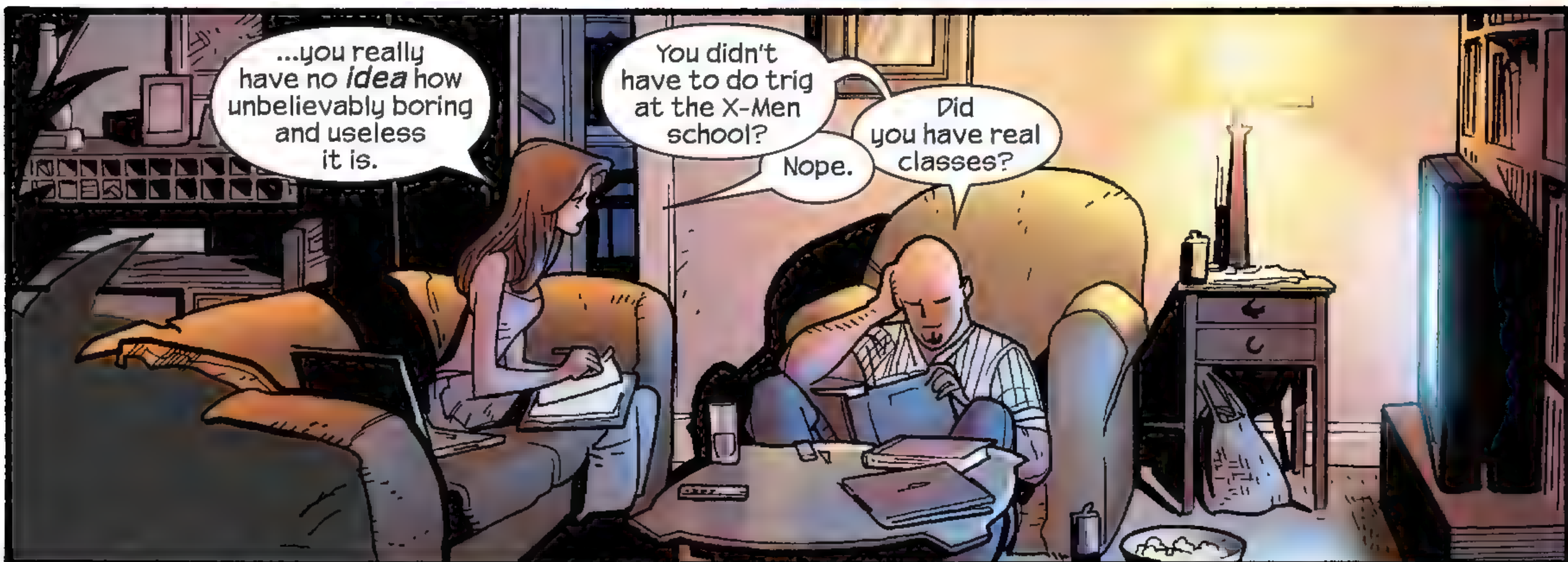
Dan
Buckley
PUBLISHER

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You know, you *hear* the stories.

But until you *actually* open up a trigonometry textbook and look inside it...



...you really have no *idea* how unbelievably boring and useless it is.

You didn't have to do trig at the X-Men school?

Nope.

Did you have real classes?



We were *supposed* to...

But hey, Kitty, you got to kick Magneto's tuchas instead.

That *did* take a dent out of the semester.



Hey, Kenny, Thanks for helping me with this.

Uh, no problem.

It was cool and it was cool for you to be a friend to me.

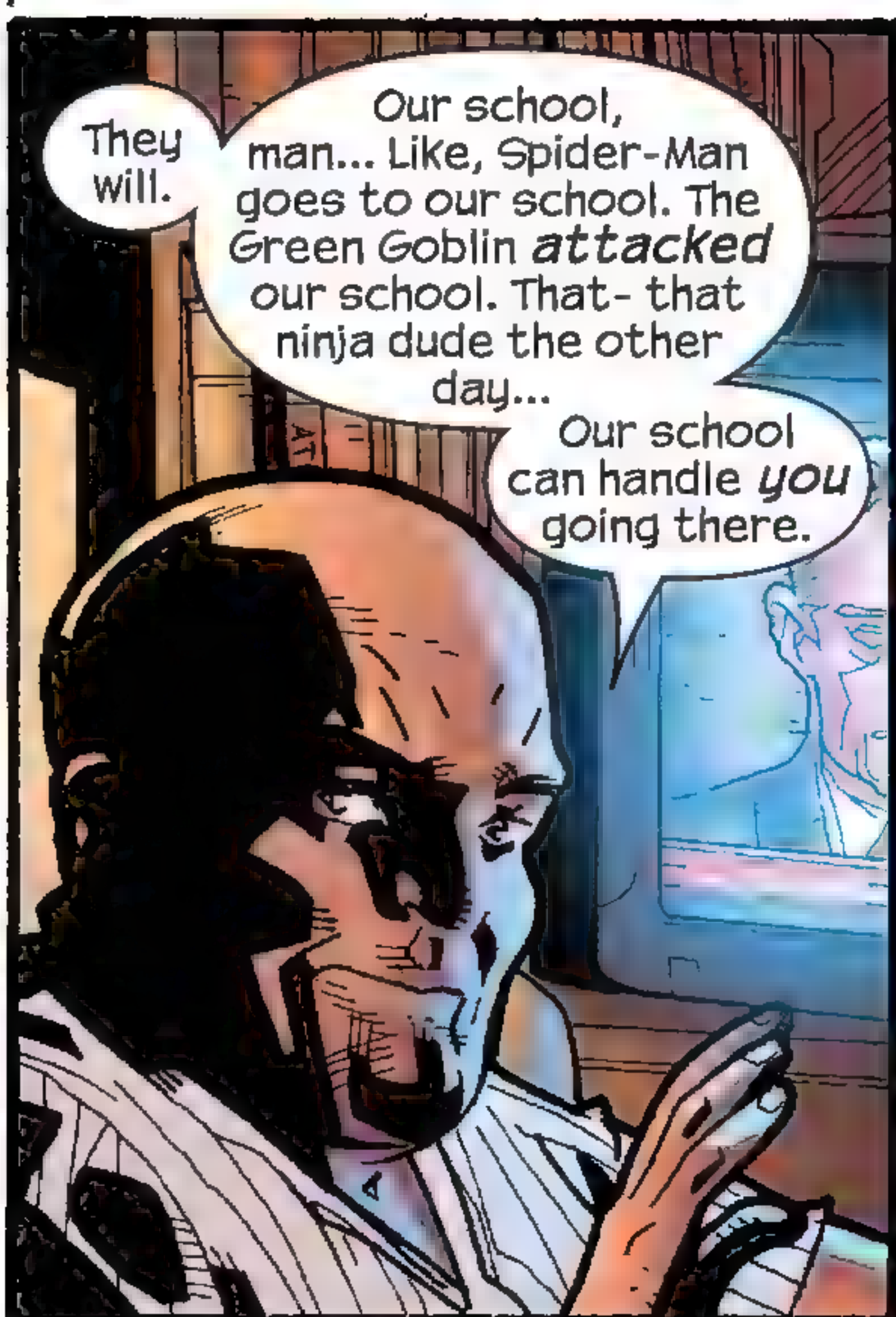


I can't believe how *I'm* the circus freak now.

(I *really* was protected at Xavier's school.)

They'll get used to you.

Doesn't feel like it.



They will.

Our school, man... Like, Spider-Man goes to our school. The Green Goblin *attacked* our school. That- that ninja dude the other day...

Our school can handle *you* going there.

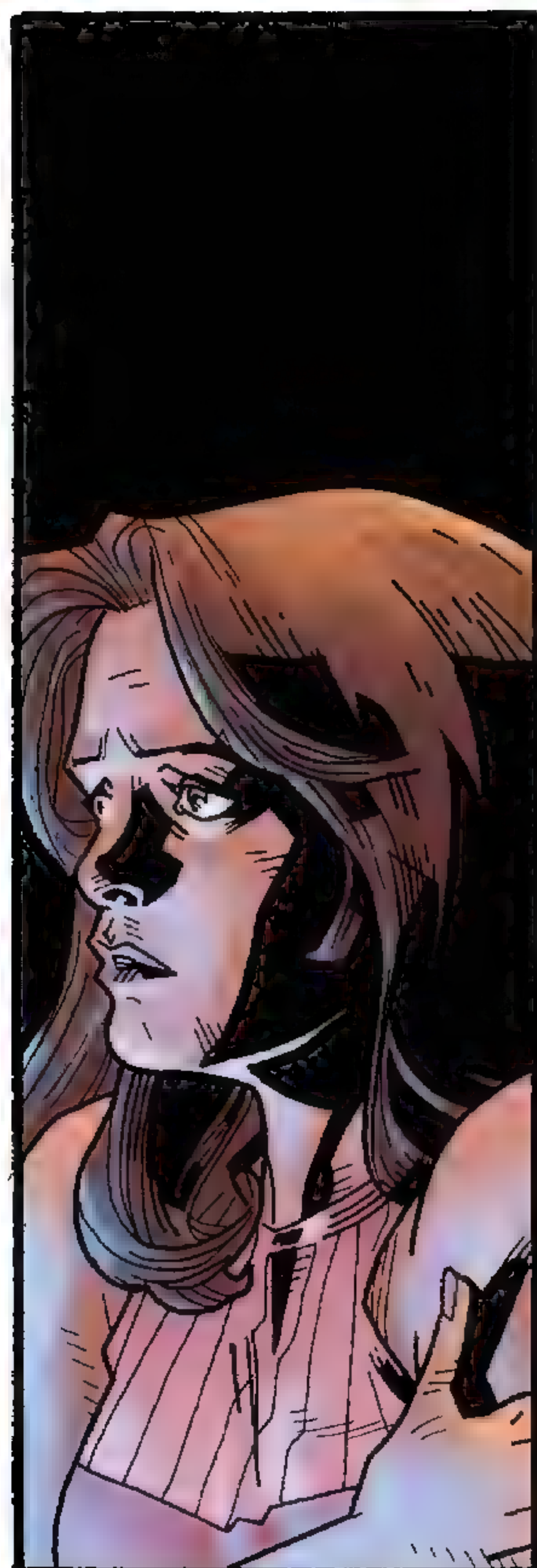


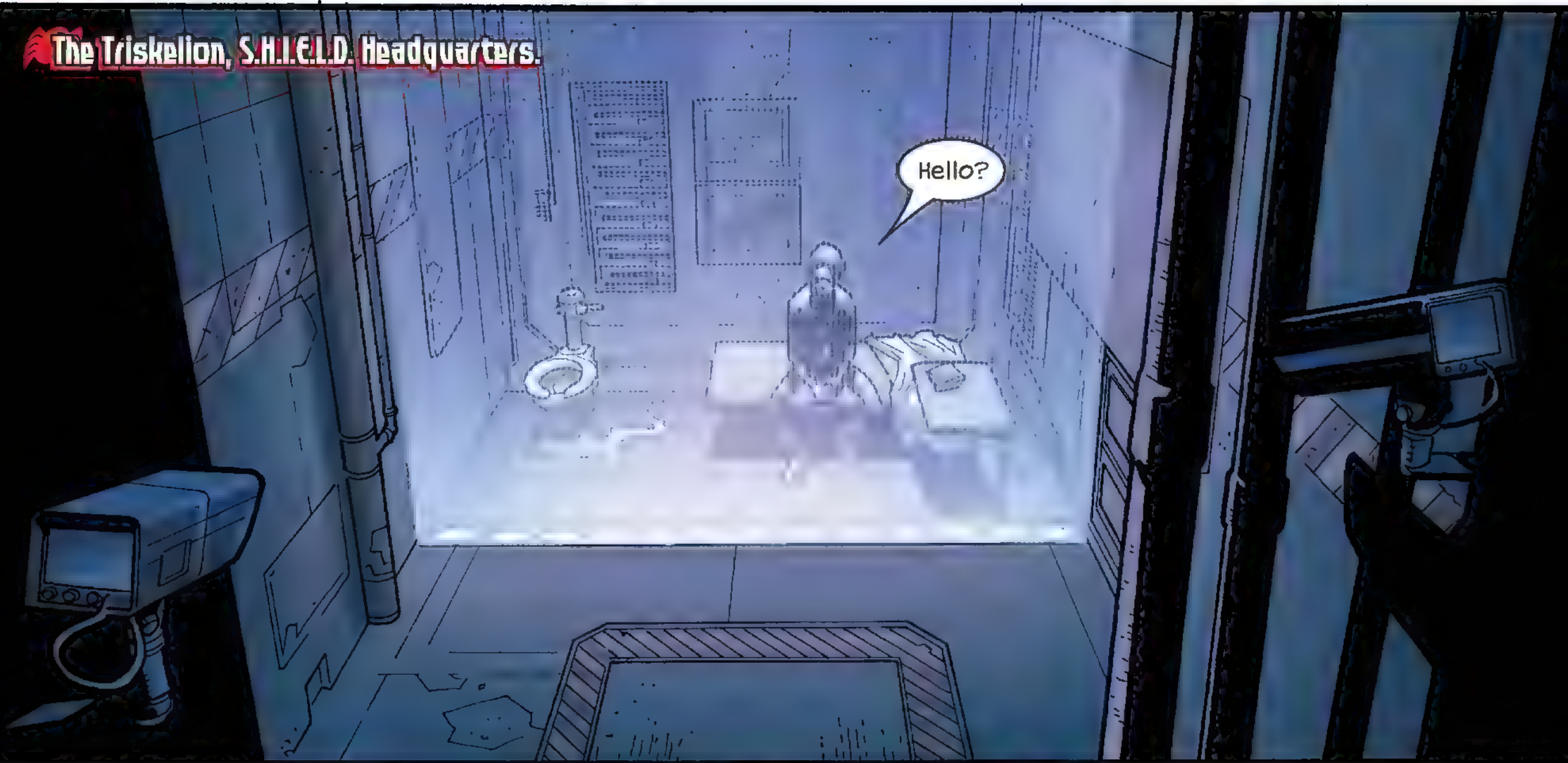
I think all that's the *reason* everyone is *doubly* scared of me.

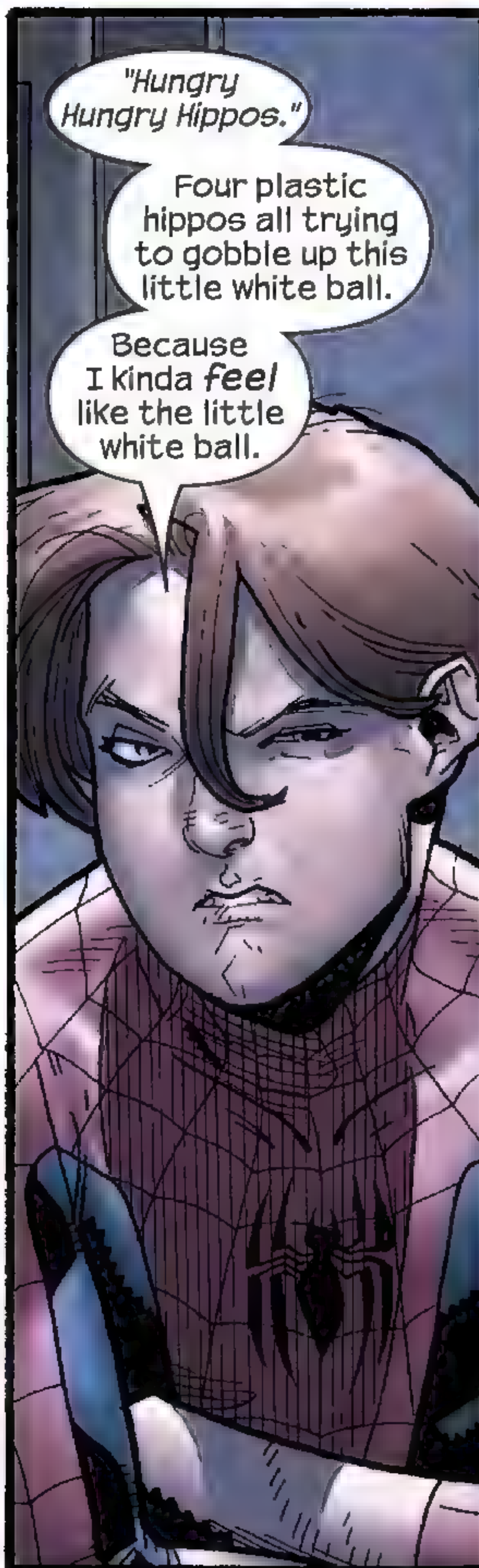
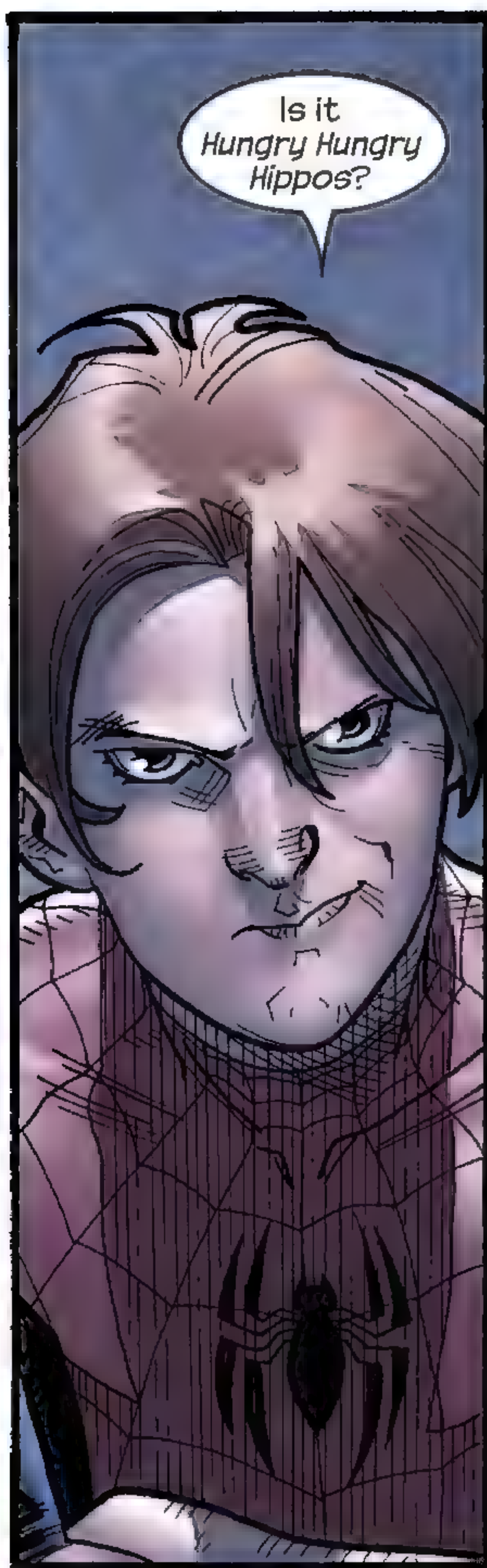
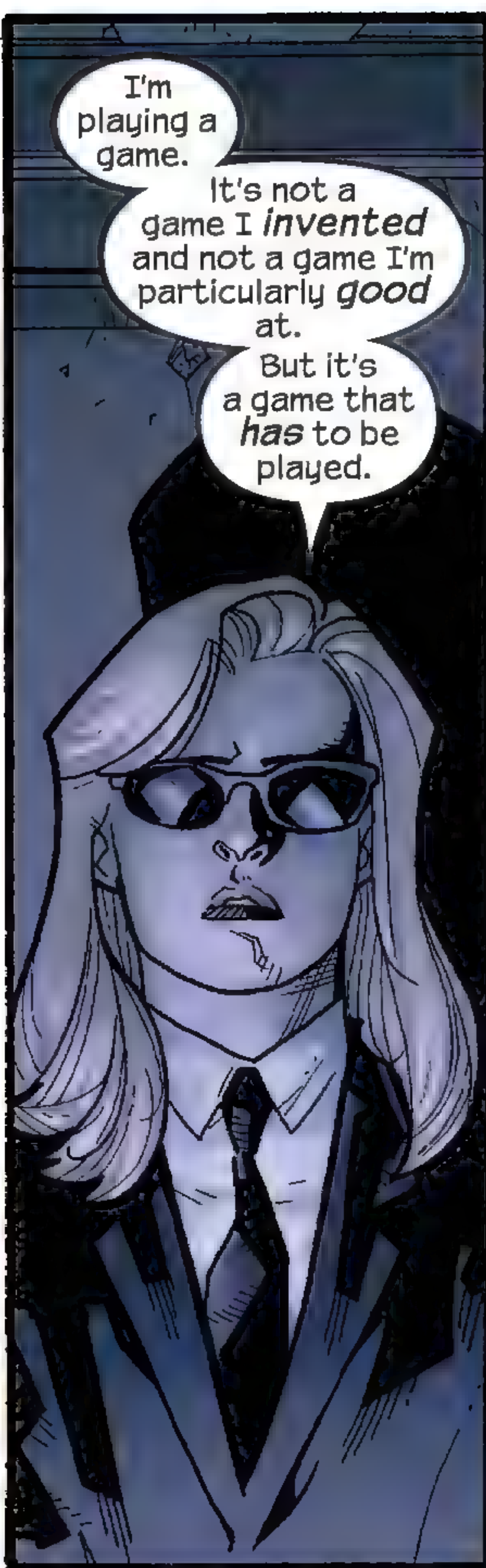
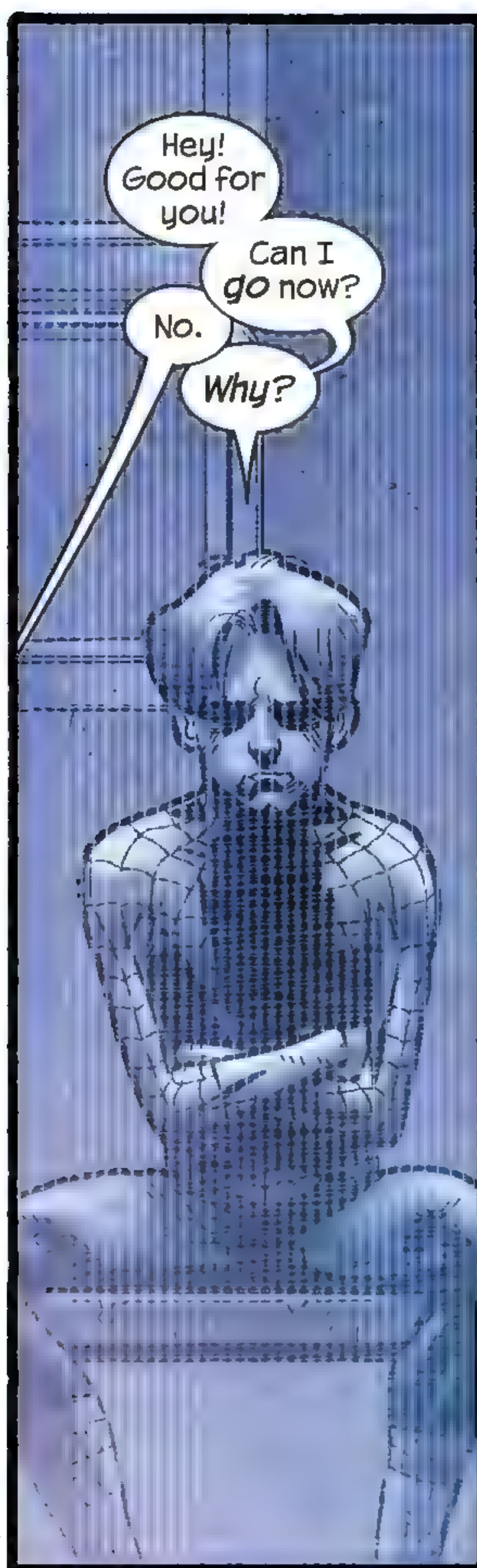
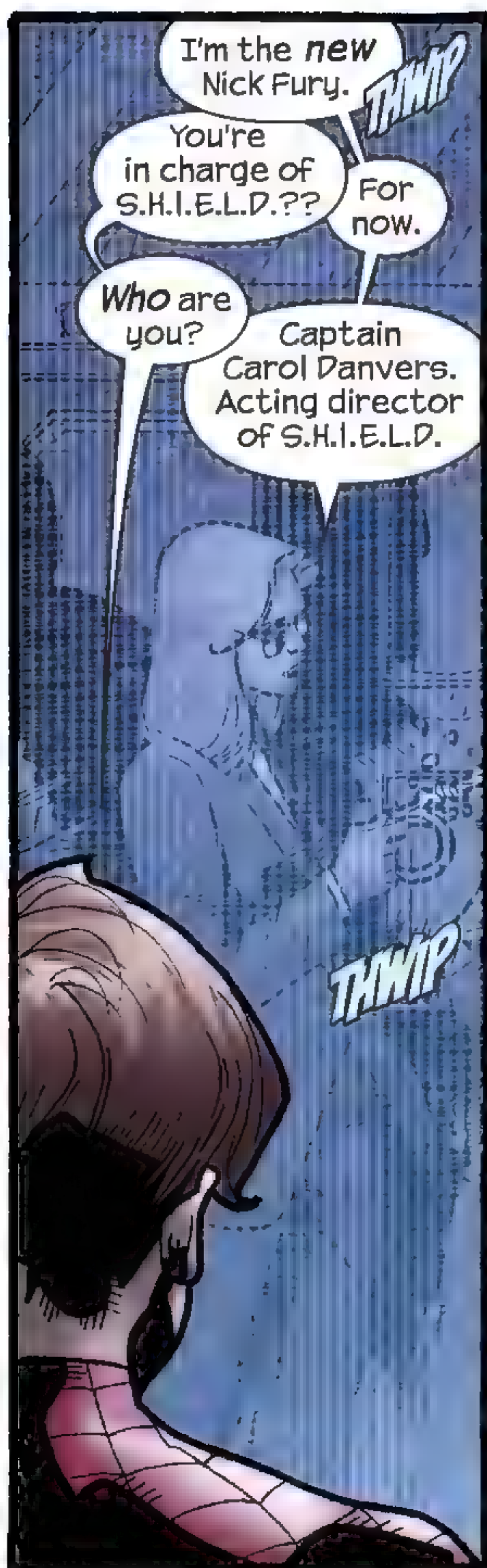
They'll get over it.

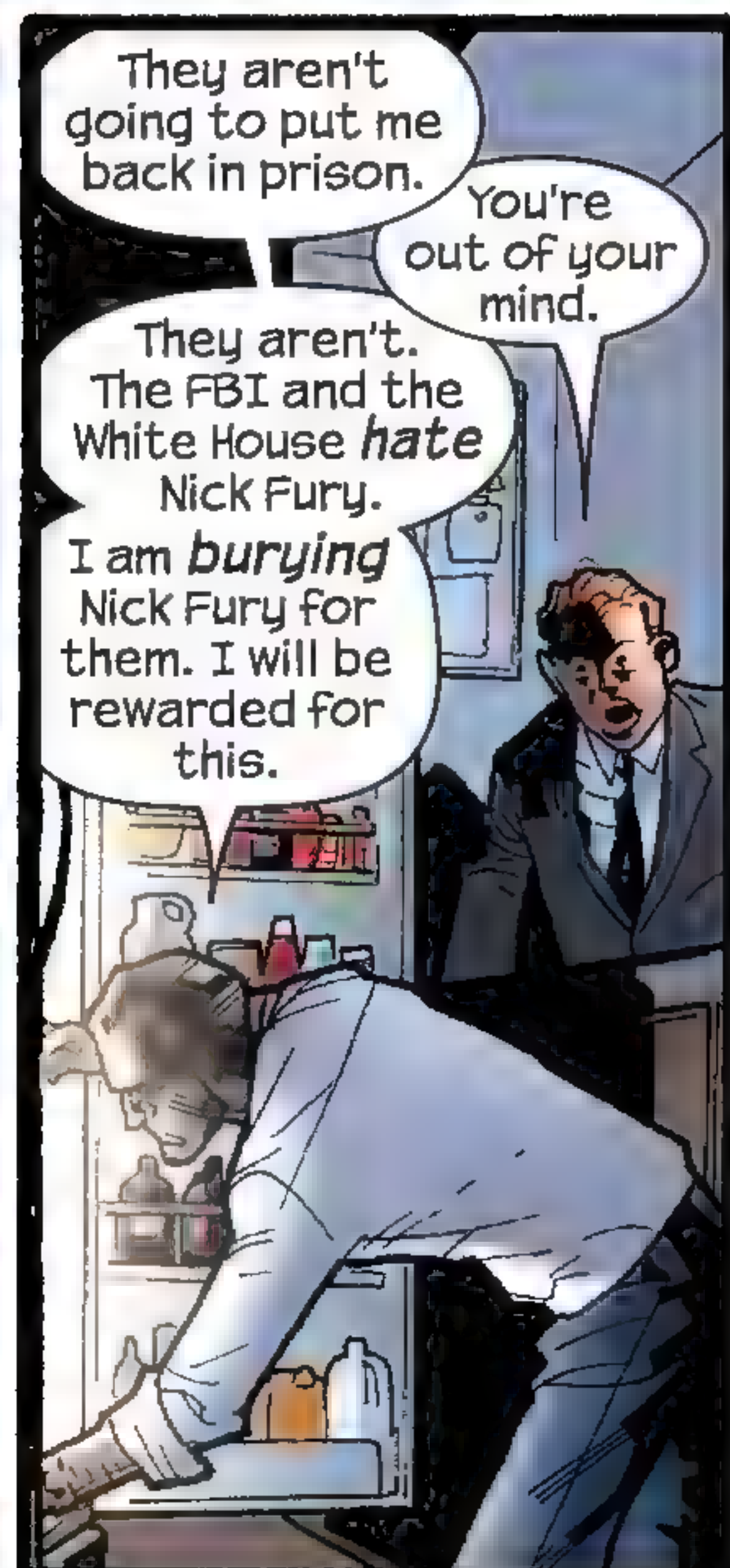
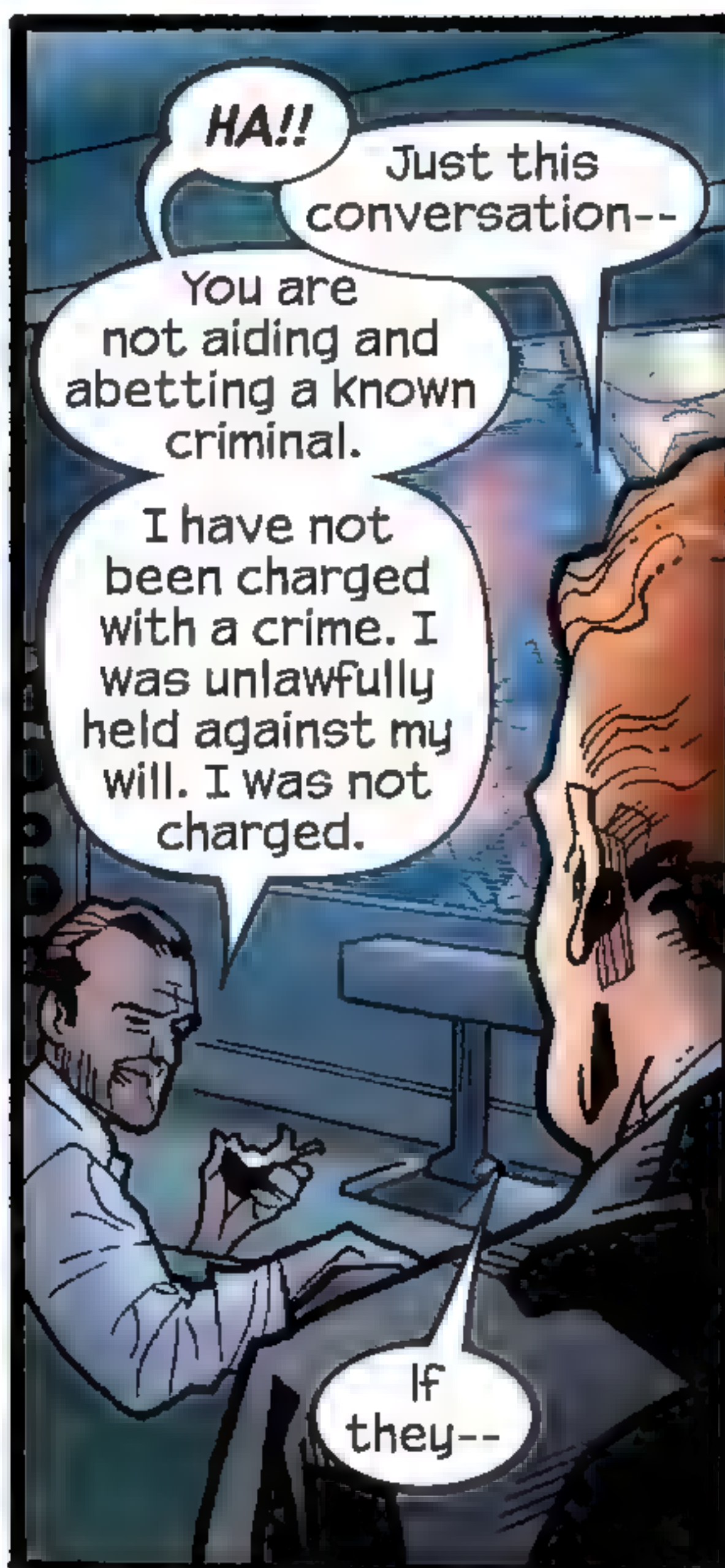
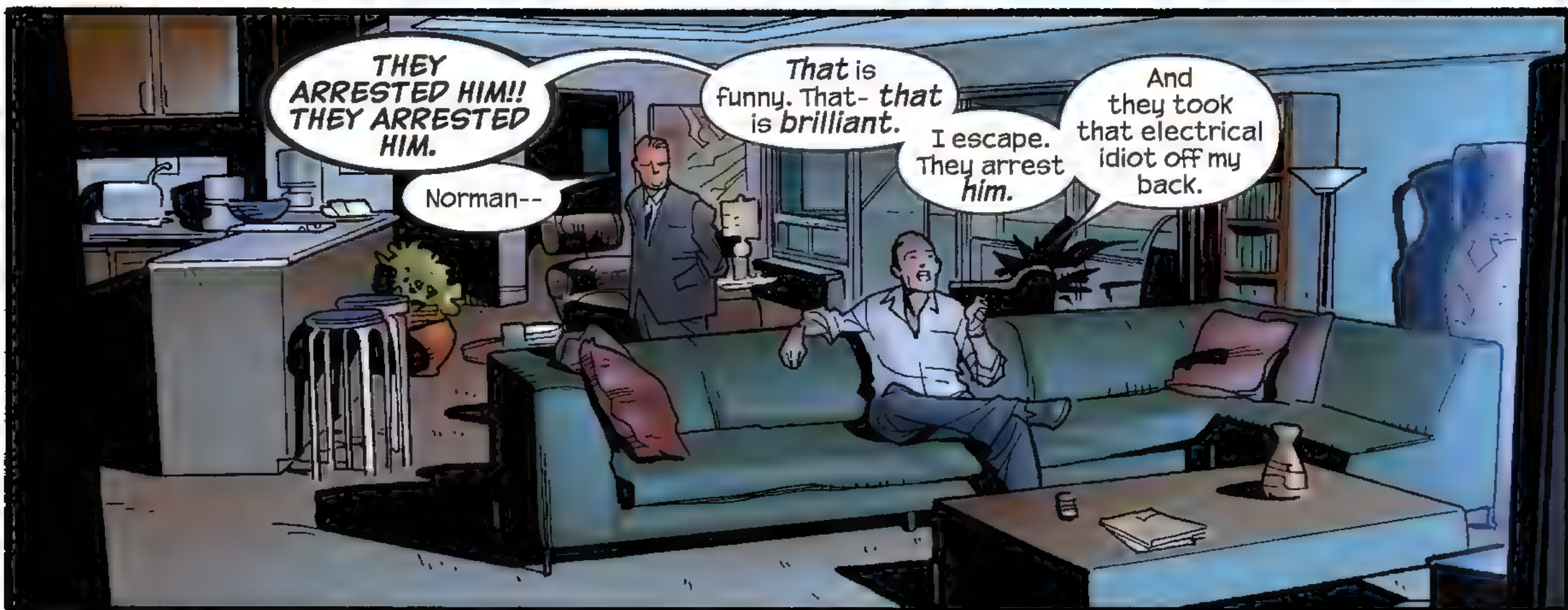


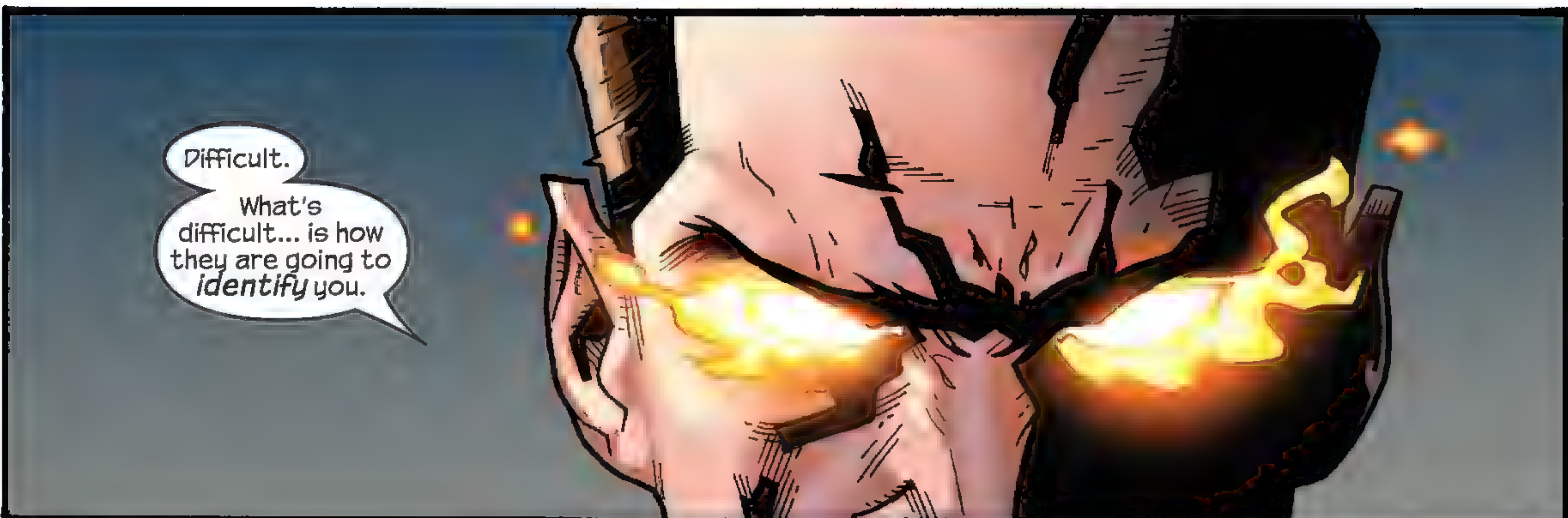
Oh my God...

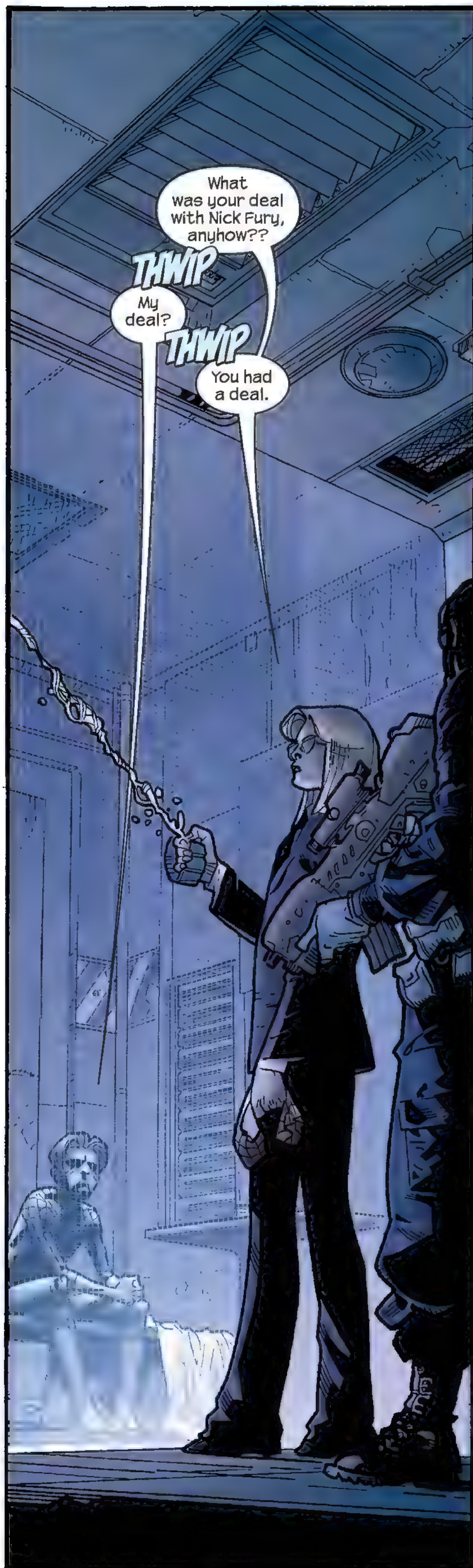












What was your deal with Nick Fury, anyhow??

THWIP
My deal?

THWIP
You had a deal.

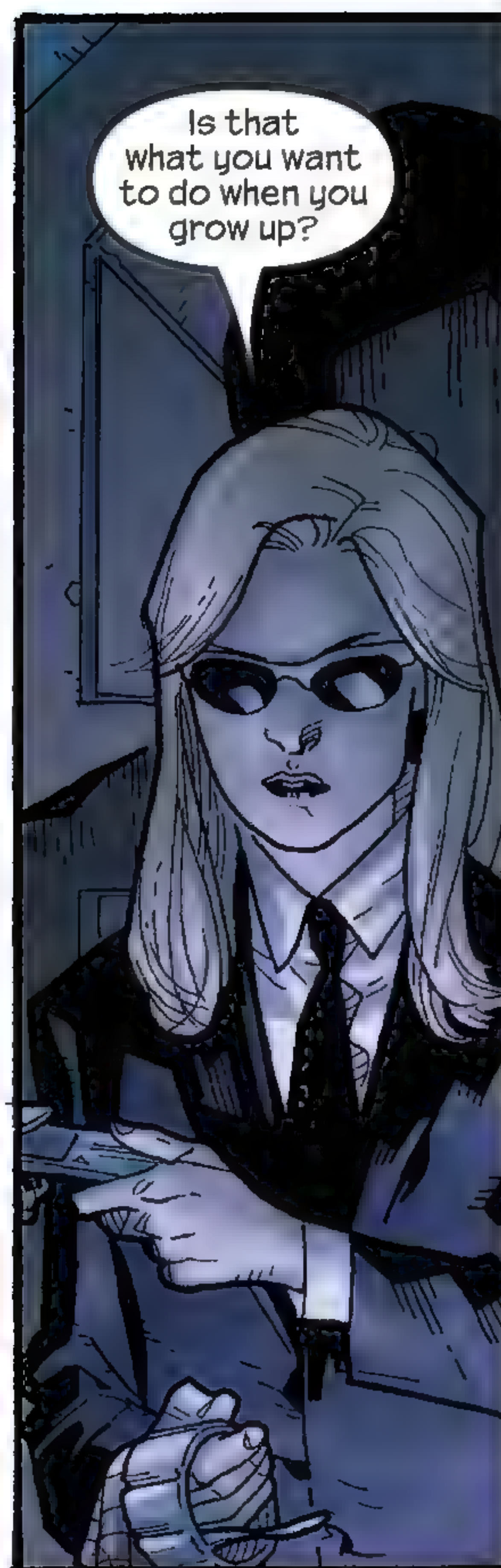


He- it was complicated.

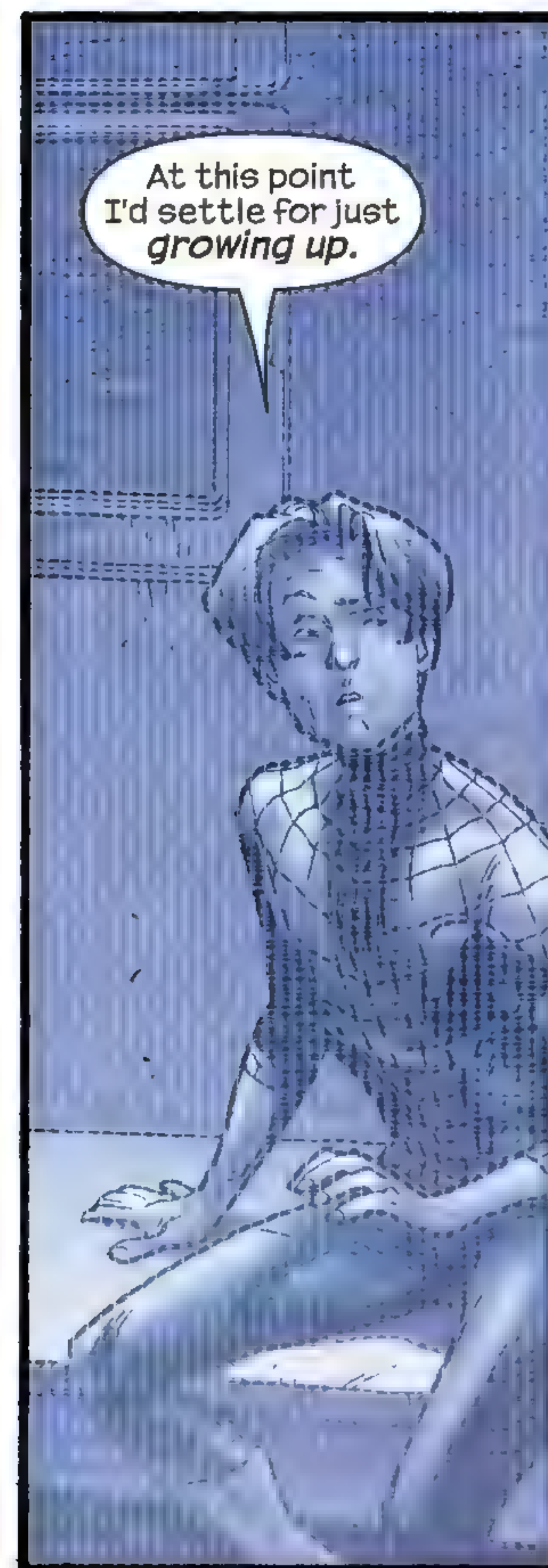
But on its best day, he was letting me go on with my life and graduate high school...

And then?

And when I graduated I would maybe join the Ultimates or whatever.



Is that what you want to do when you grow up?



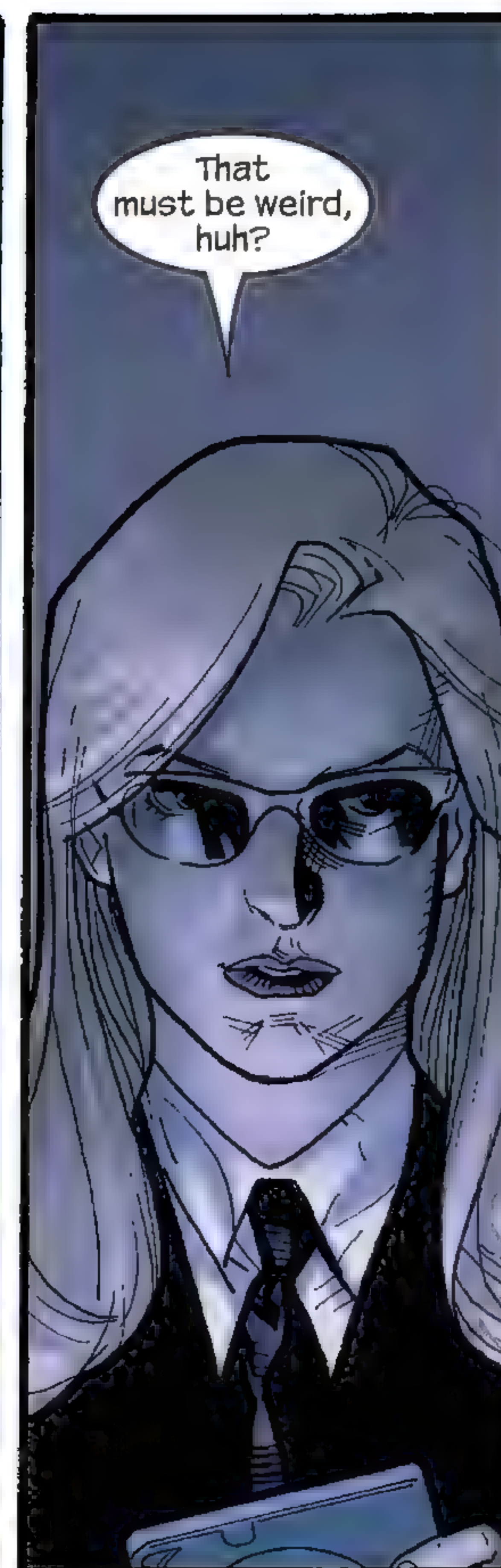
At this point I'd settle for just growing up.



Yeah. Uh-huh.

So you go to high school. You have a girlfriend. Parents are dead. Clones. You have clones.

Had.



That must be weird, huh?

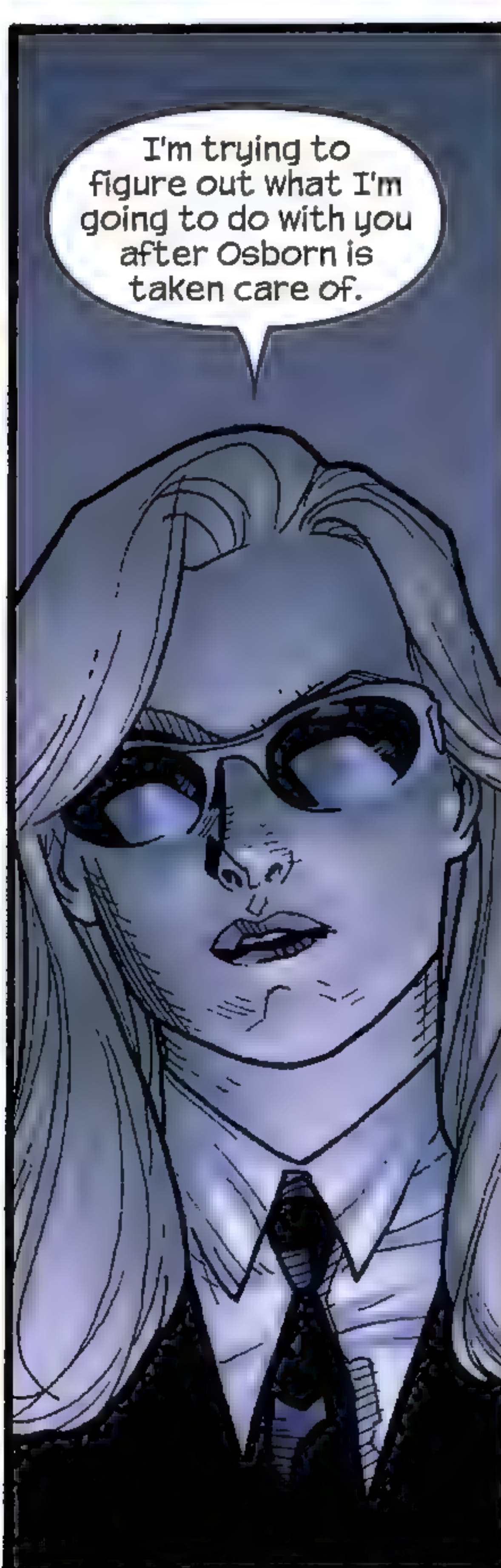


Yeah, you could say that.

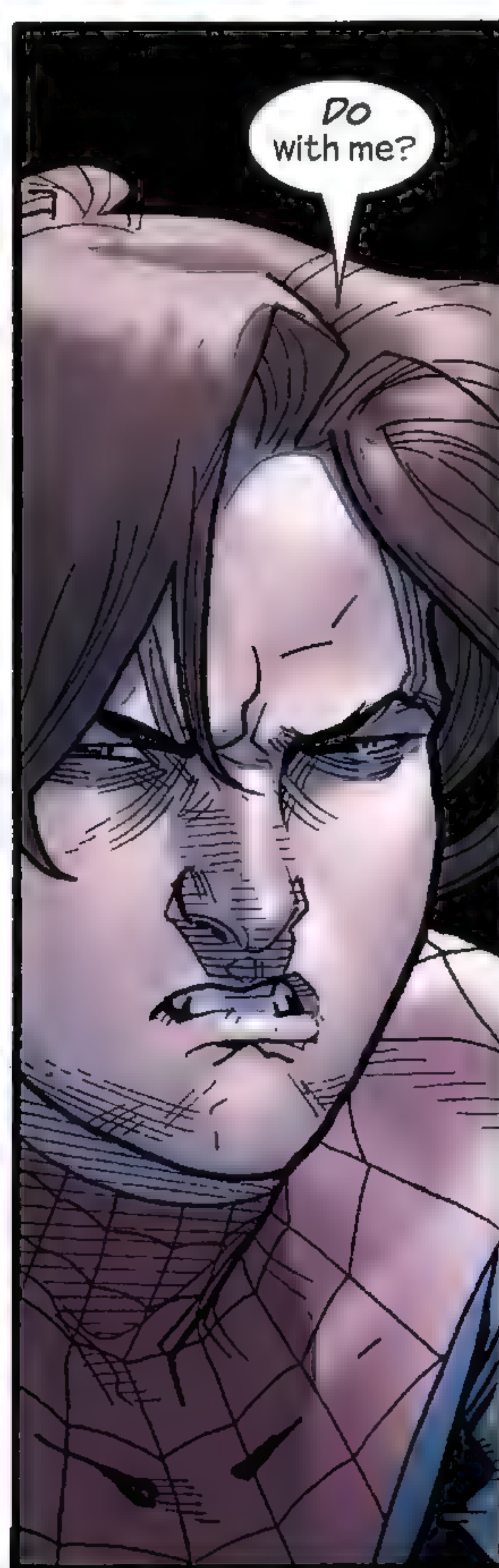
What- why am I here? Where is here??

It's the Triskelion. You're in New York. You're safe.

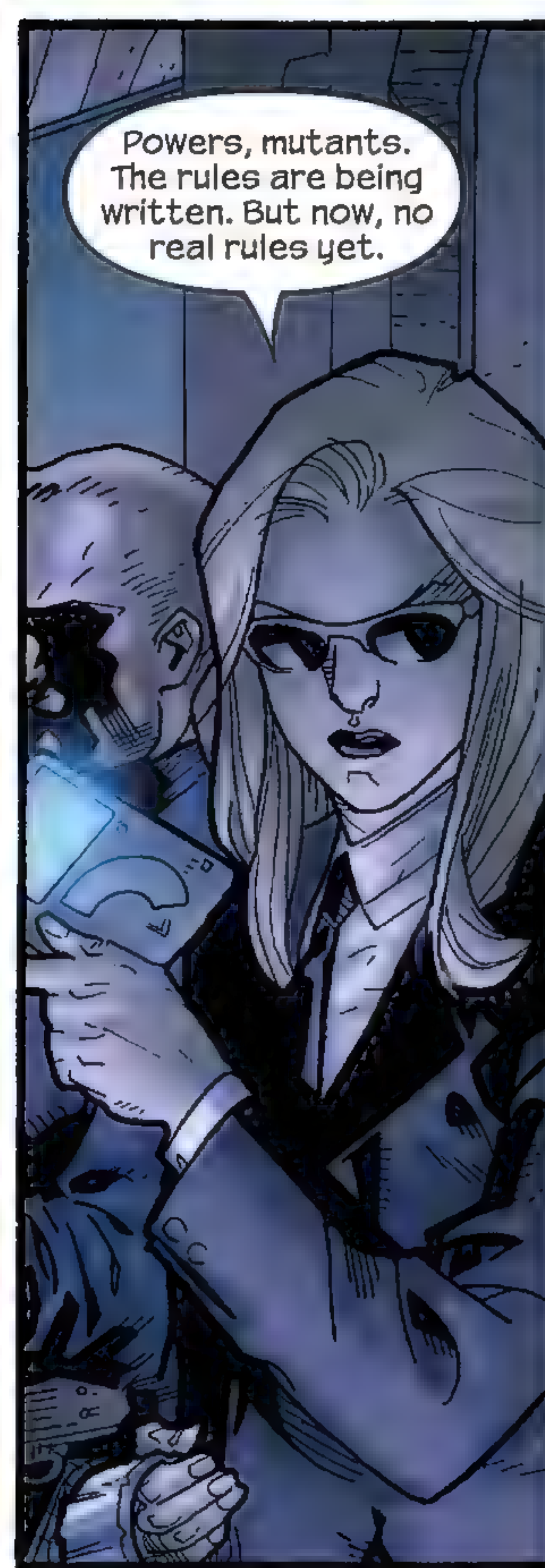
Yeah. Safe.



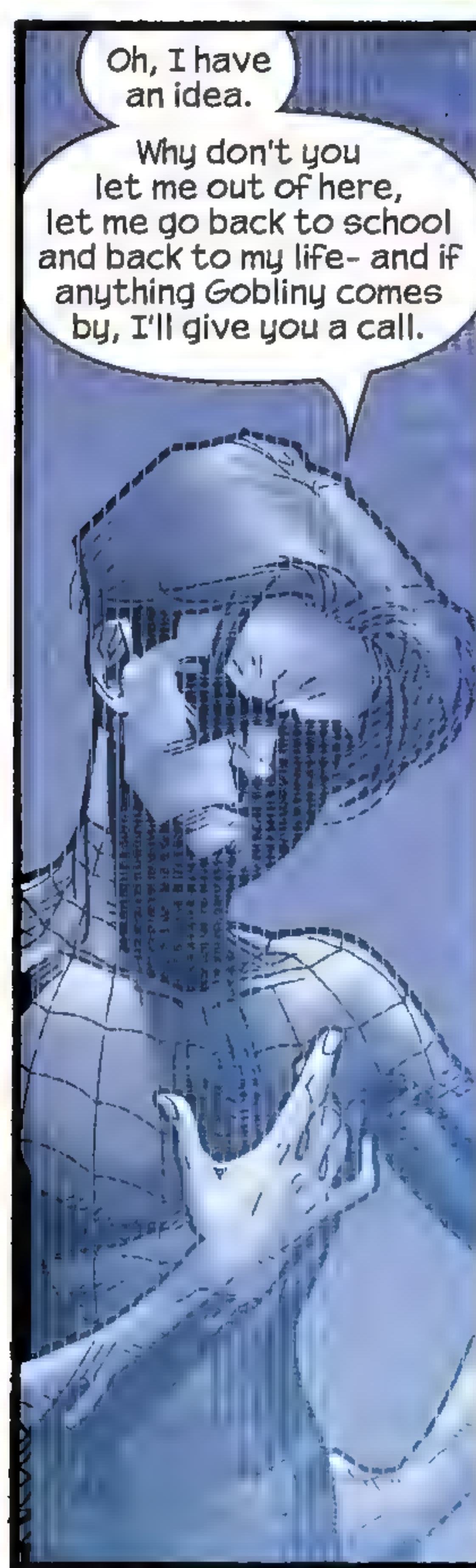
I'm trying to figure out what I'm going to do with you after Osborn is taken care of.



Do with me?

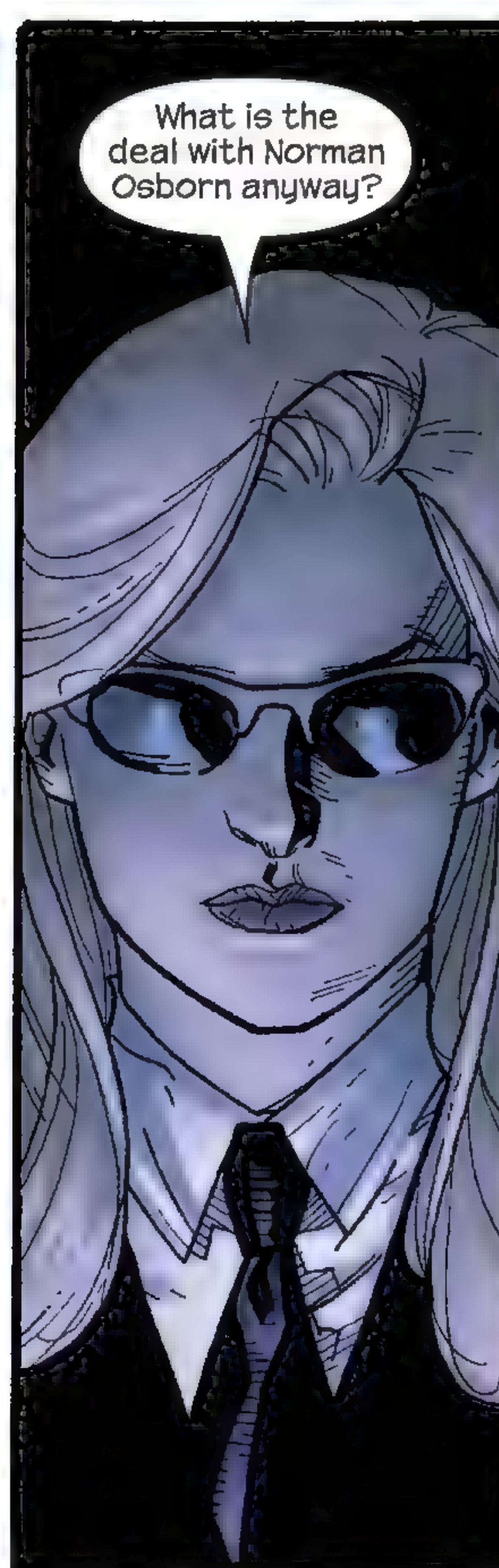


Powers, mutants. The rules are being written. But now, no real rules yet.



Oh, I have an idea.

Why don't you let me out of here, let me go back to school and back to my life- and if anything Gobliny comes by, I'll give you a call.



What is the deal with Norman Osborn anyway?



(Oy.)

Well... (how can I put this...?)

HE'S CRAZY!!!

You can examine it up and down and all around all you want.

You can look at it from a sociological, economic, even political level.

But *any way* you look at it... he is just plain ol' out of his gourd!!

(Whatever a gourd is.)

And this crazy gets focused on me sometimes...

Or his son...

Or Nick Fury...

Or the president of the United States, even...

And it looks all interesting when he does it but all in all... he is just crazy.

And then... he injected himself- *himself*- with Goblin goo and made himself even *crazier*.

He injected his *son!!*

His *own* son. *That's* how crazy.

You went to school with Harry Osborn?

Yes.

Friends?

Yes.

That's how you know Norman.

Yes.

Why did you go to Osborn's apartment tonight?

"Why?" I was trying to do what I could to help *you*.

Why?

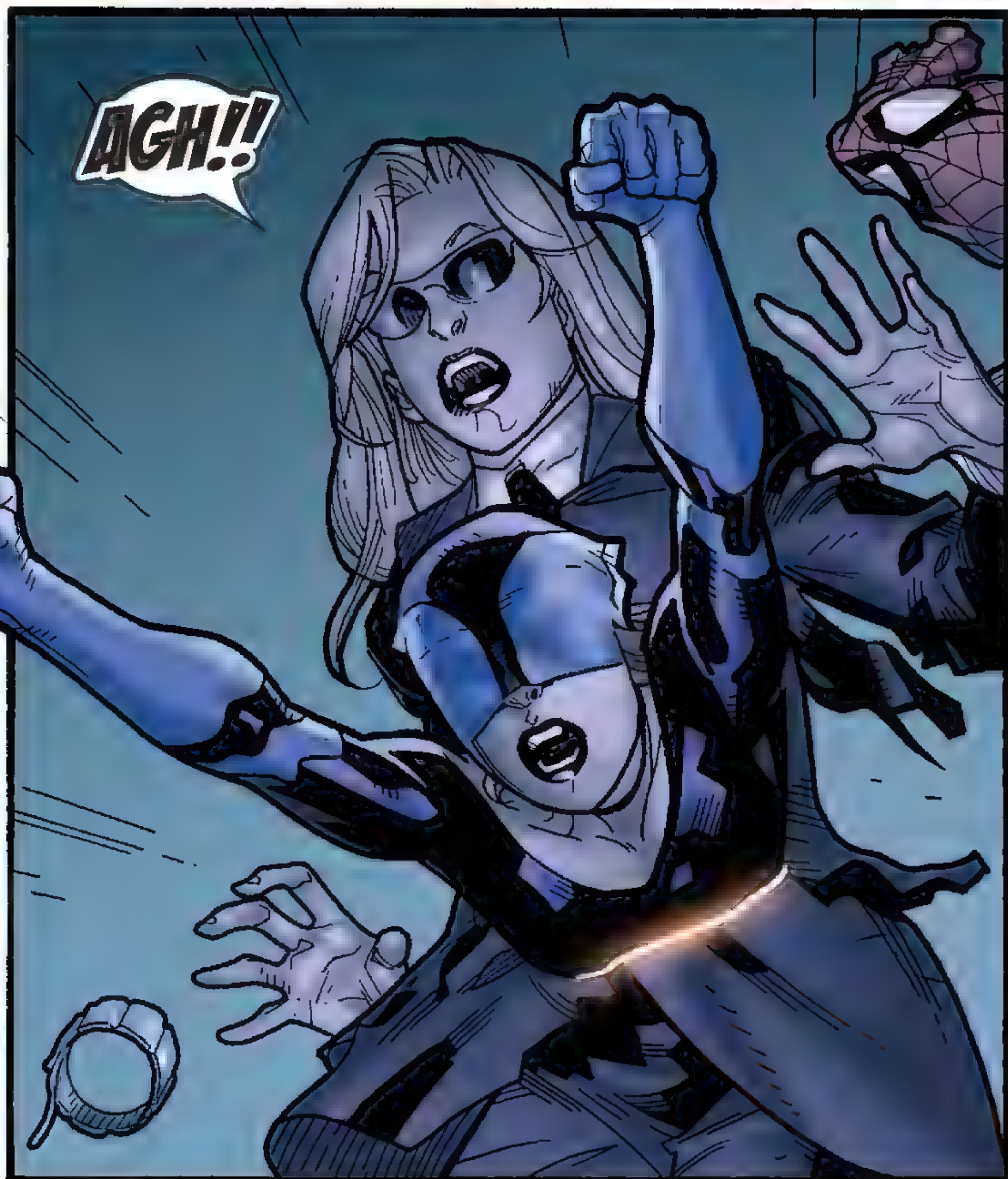
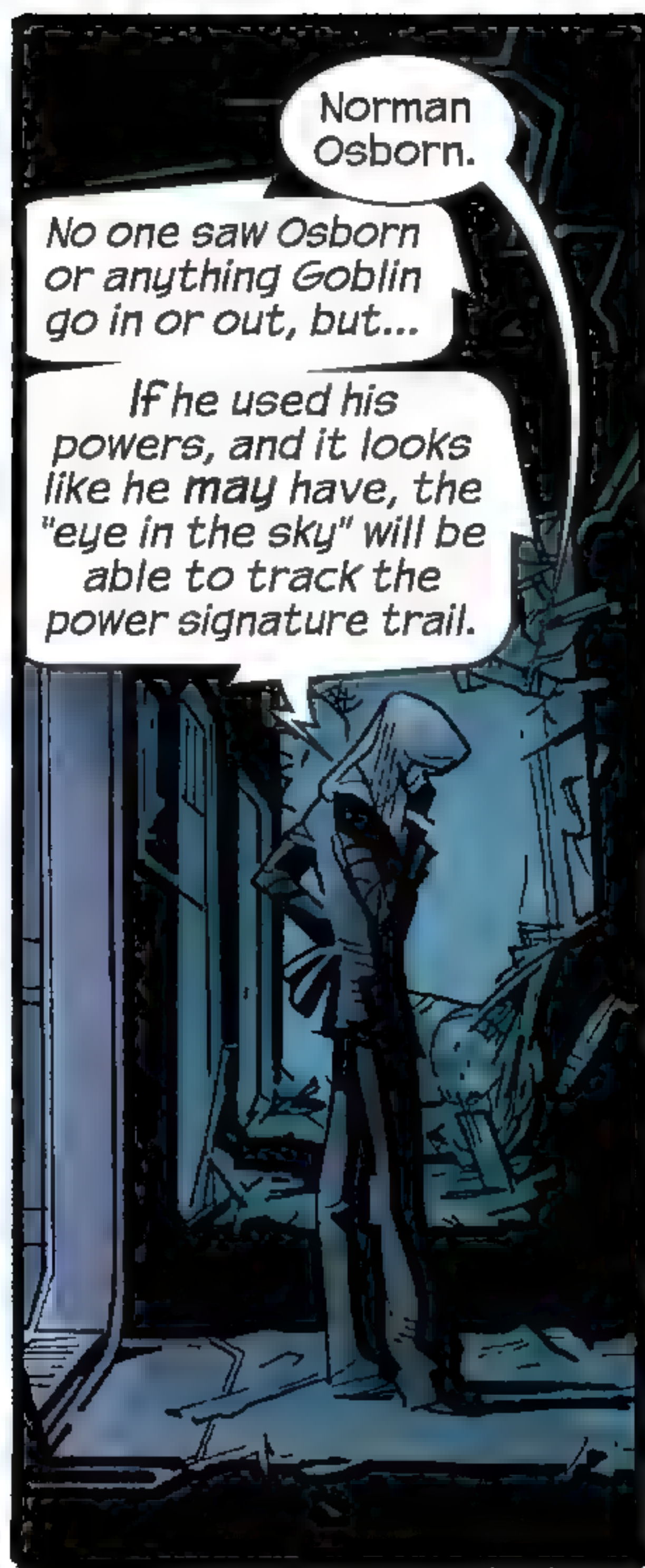
Because I *can*.

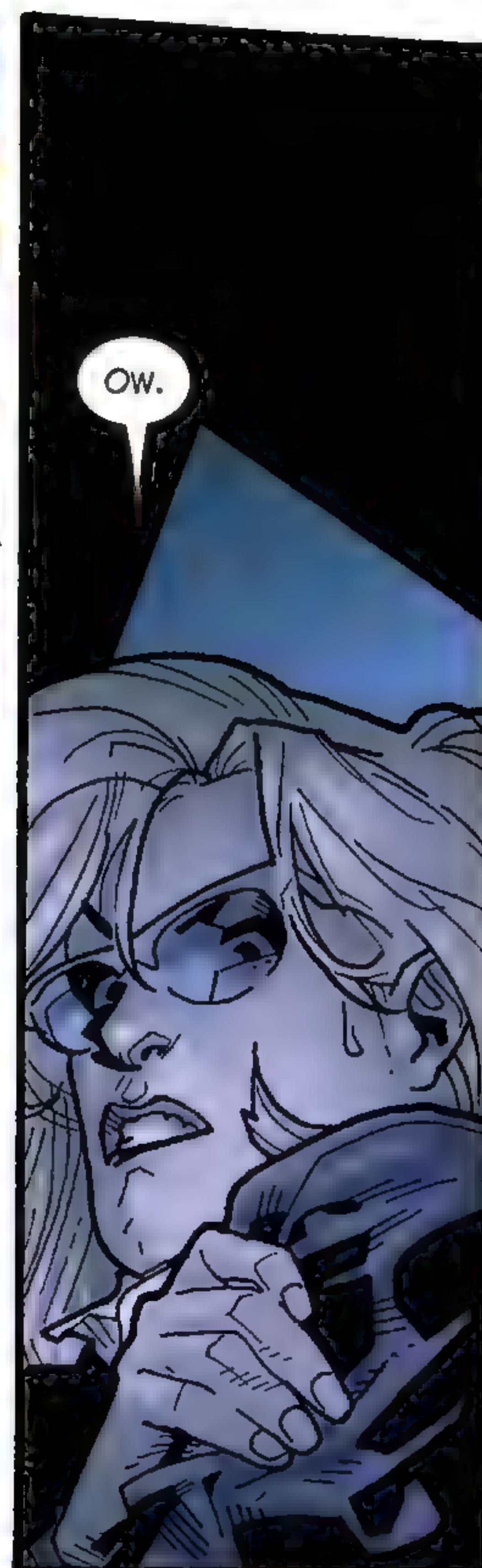
And if I didn't at least *try*, I wouldn't be able to sleep at night.

GLEE GLEE

Excuse me.

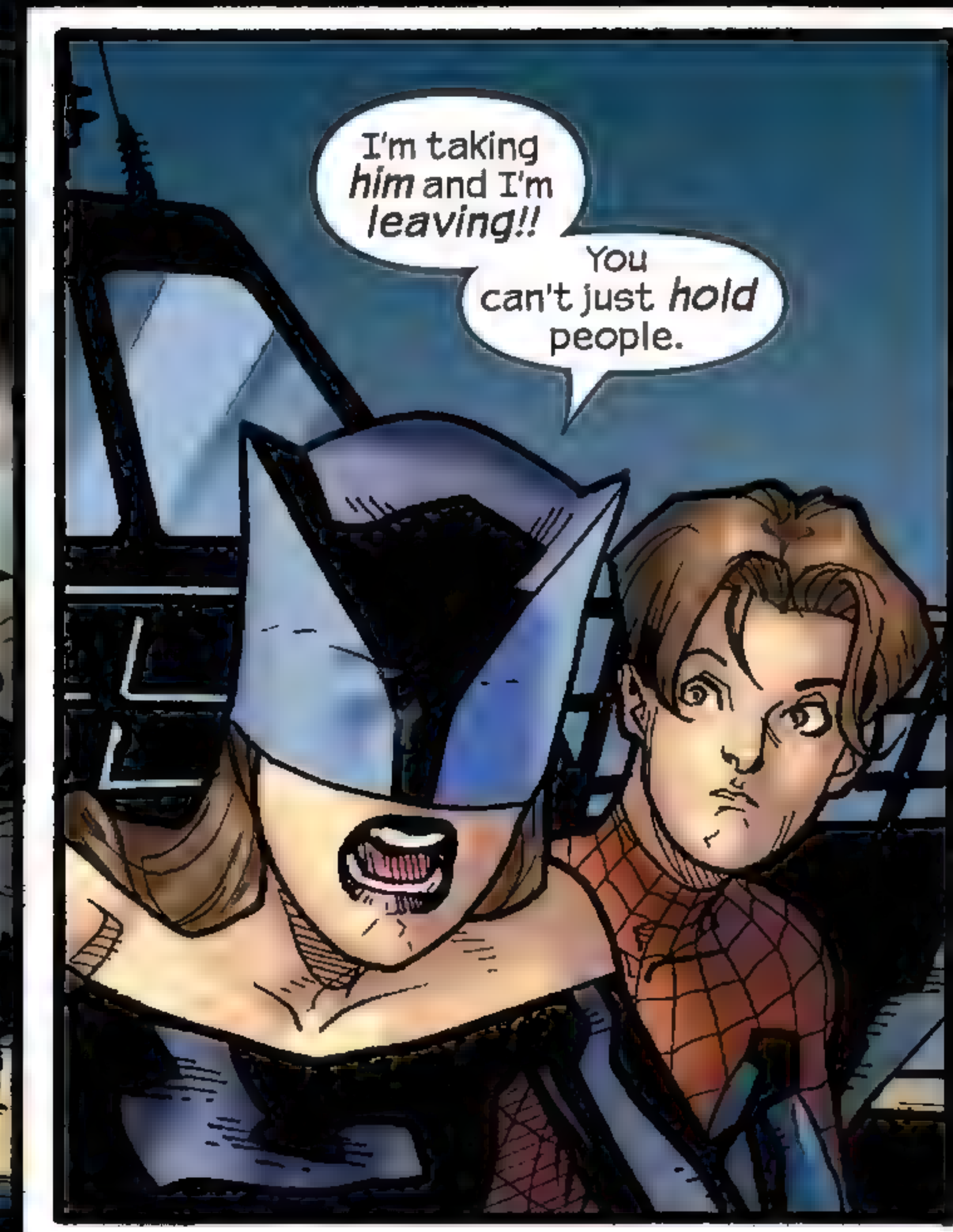
This is Danvers...



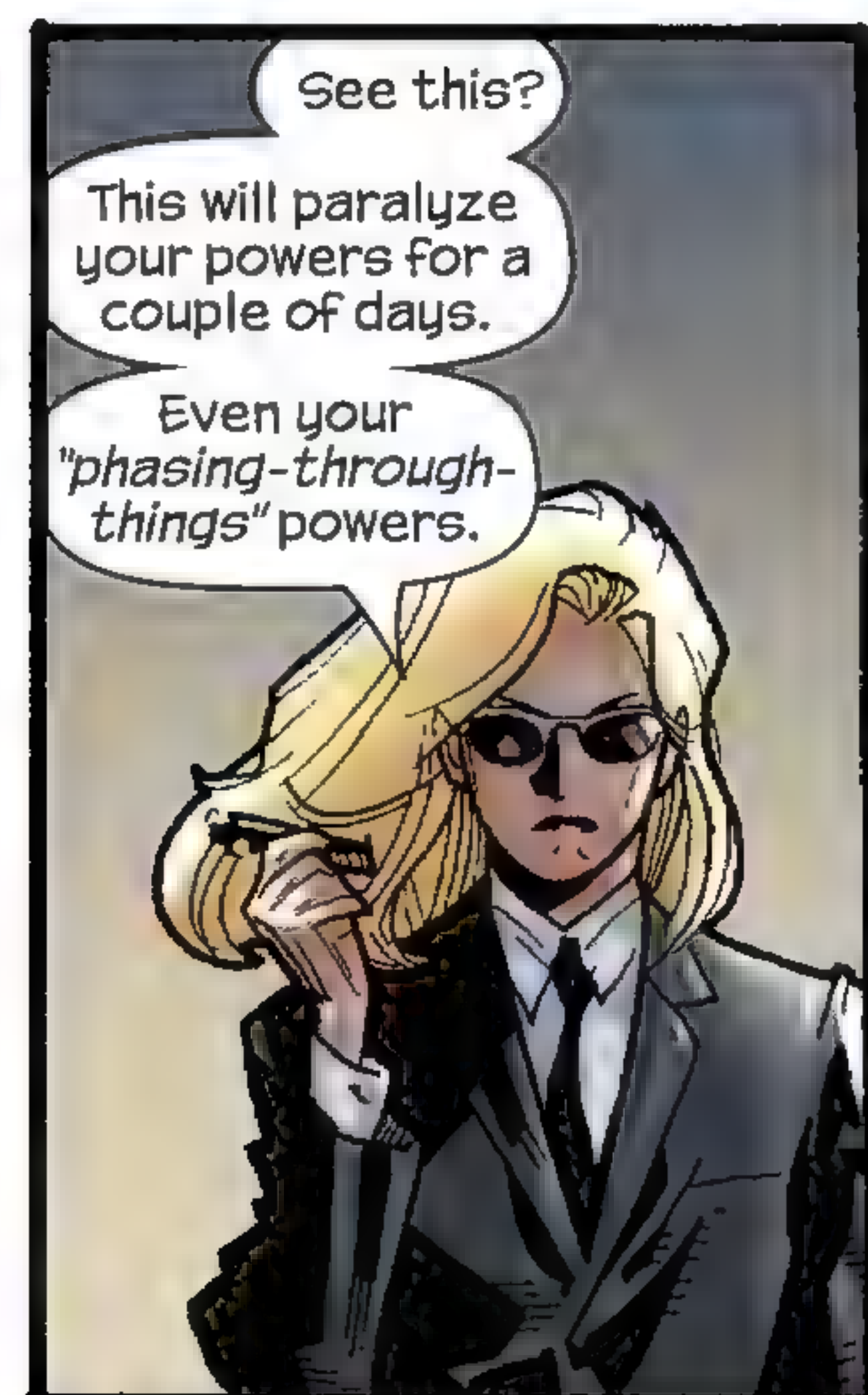




I'd call
Xavier, but you're
not there anymore.
Correct?



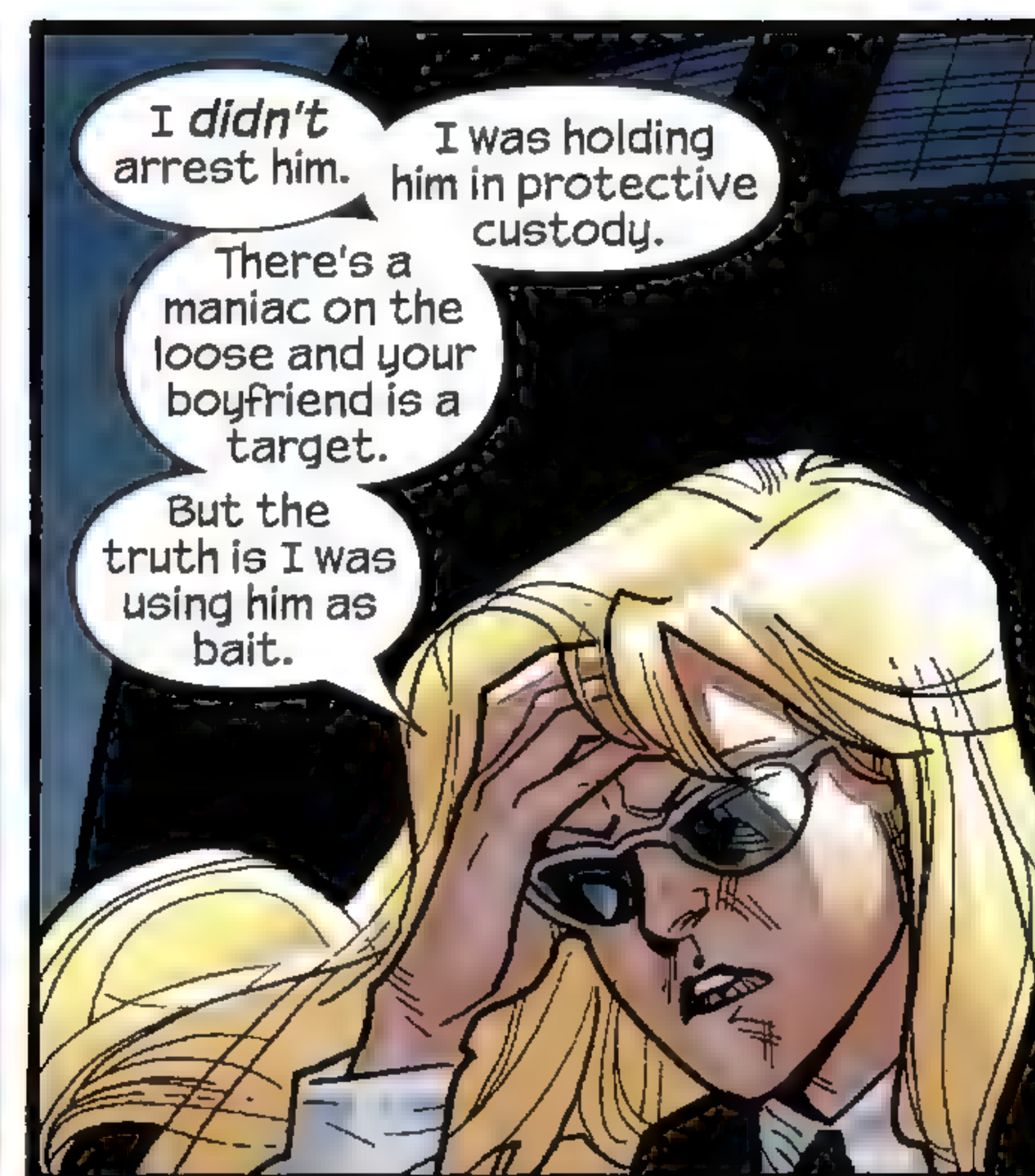
I'm taking
him and I'm
leaving!!
You
can't just hold
people.



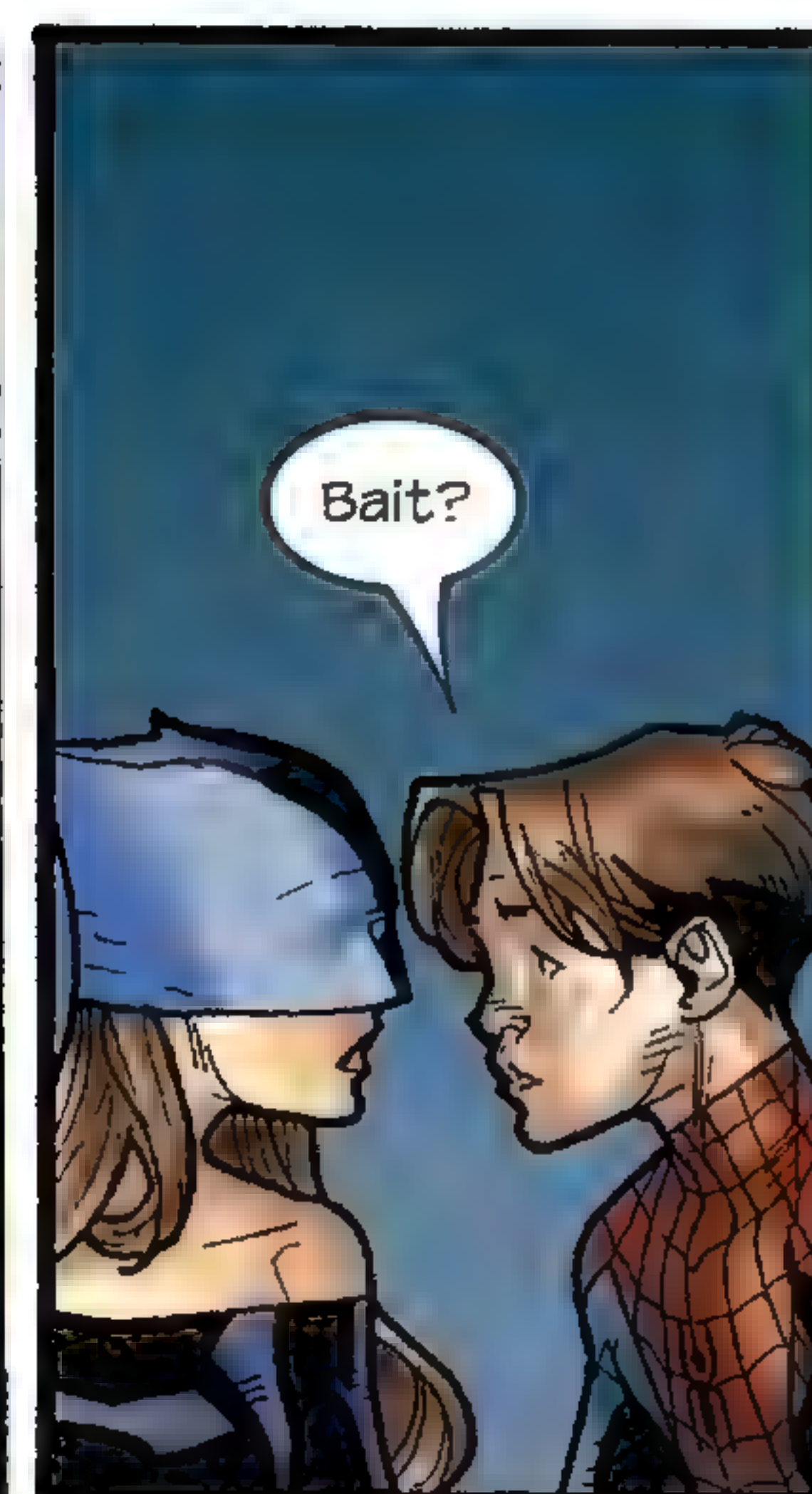
See this?
This will paralyze
your powers for a
couple of days.
Even your
"phasing-through-
things" powers.



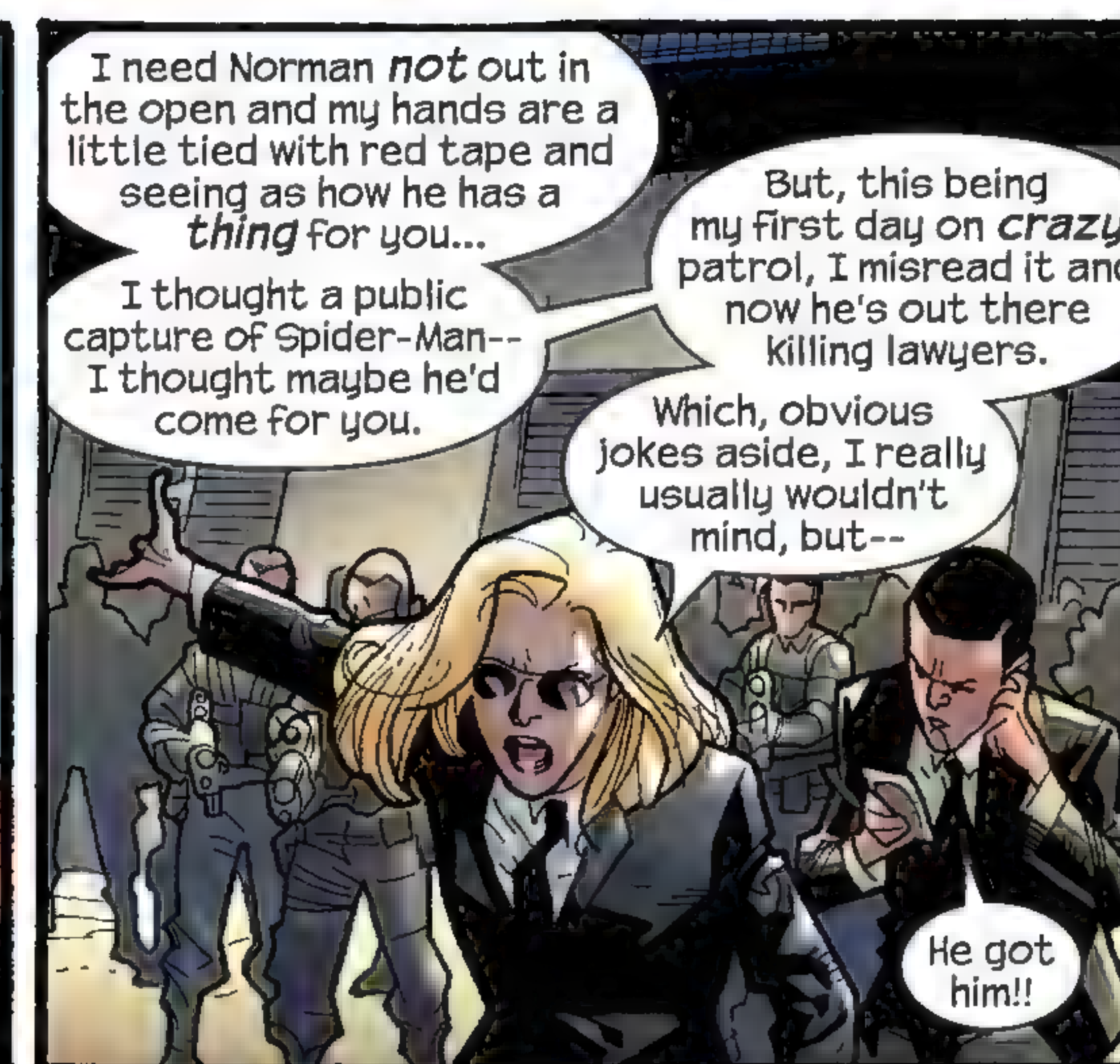
You
arrested
him for no
reason.
My point
exactly.
He's
not the bad
guy!!
Yeah!!



I didn't
arrest him.
I was holding
him in protective
custody.
There's a
maniac on the
loose and your
boyfriend is a
target.
But the
truth is I was
using him as
bait.

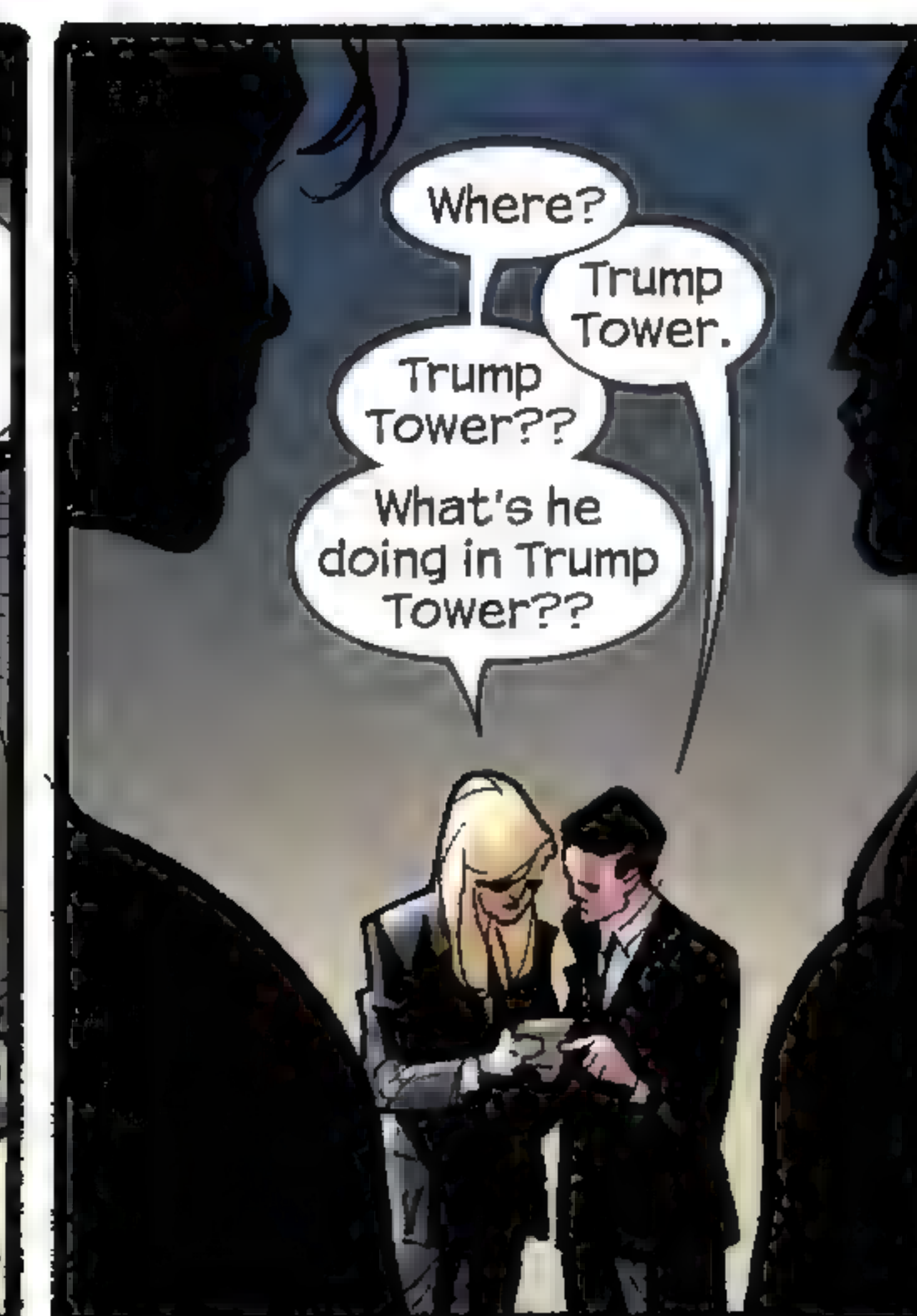


Bait?



I need Norman *not* out in
the open and my hands are a
little tied with red tape and
seeing as how he has a
thing for you...
I thought a public
capture of Spider-Man--
I thought maybe he'd
come for you.
But, this being
my first day on *crazy*
patrol, I misread it and
now he's out there
killing lawyers.
Which, obvious
jokes aside, I really
usually wouldn't
mind, but--

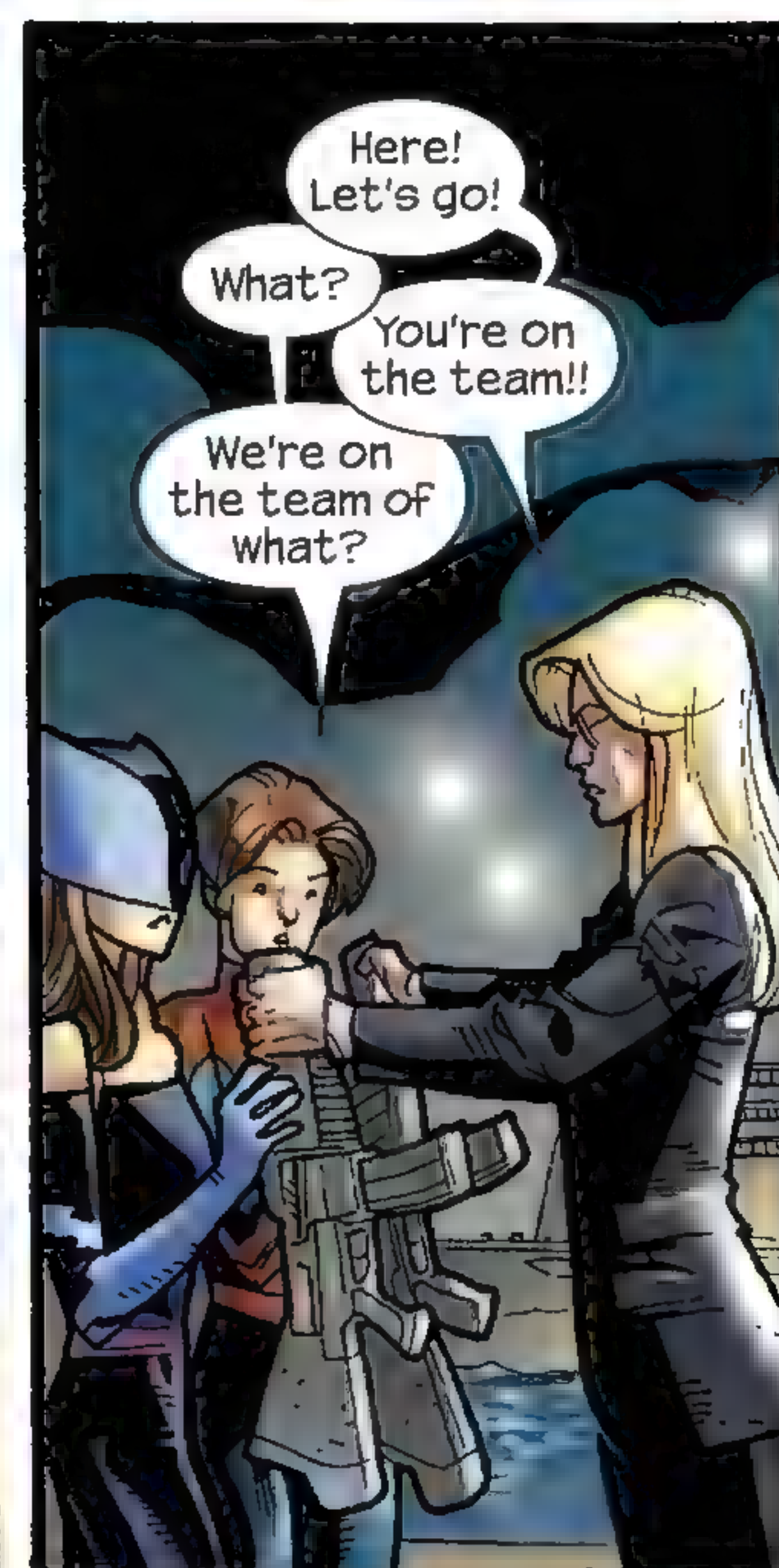
He got
him!!



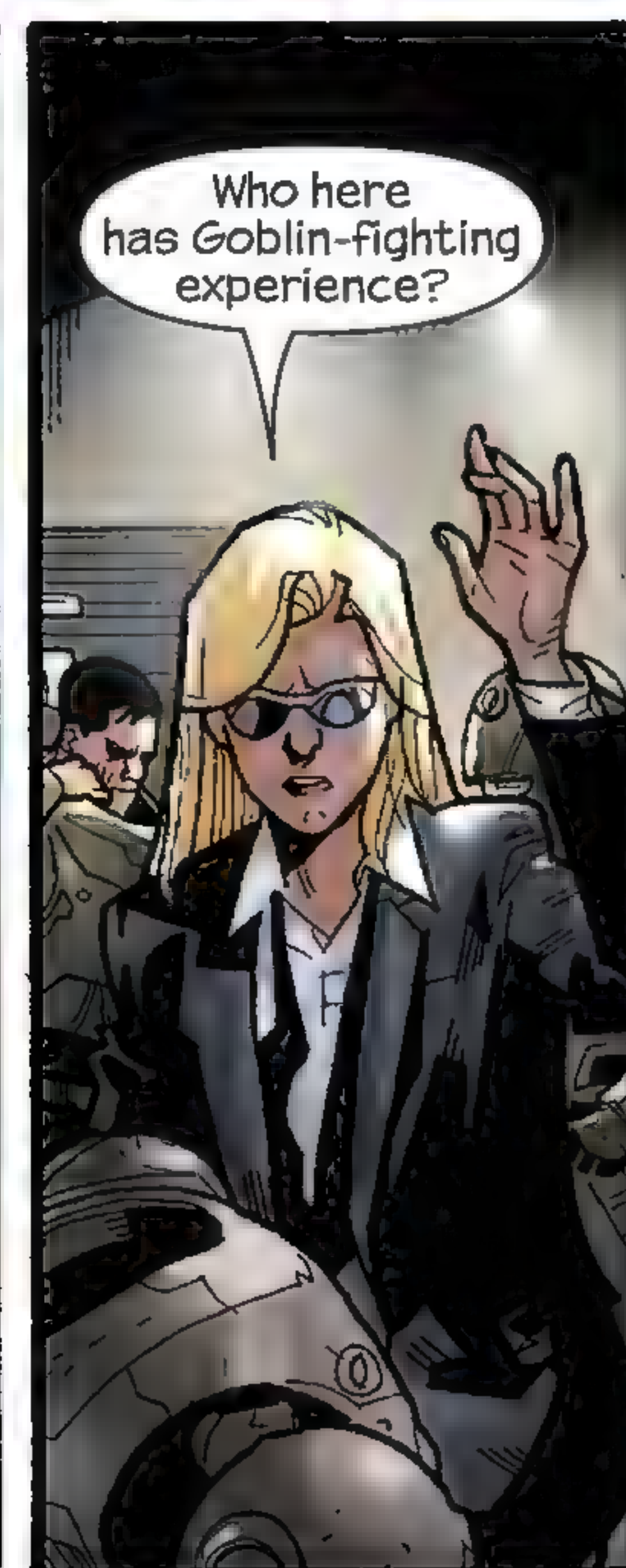
Where?
Trump
Tower.
Trump
Tower??
What's he
doing in Trump
Tower??



Alpha team!!
Hulk Buster Unit 2!!
Suit up and get in
the air!!



Here!
Let's go!
What?
You're on
the team!!
We're on
the team of
what?



Who here
has Goblin-fighting
experience?



Yeah,
but--



Who here has
super-powers?
(Let me
help- that
would only be
you two.)
We're
moving out and
you're coming.
I
don't need
a gun.



And we're
minors. You're
giving guns to
minors?
It's not a
gun. It's a neuro-
neutralizer.
Point,
shoot, he stops
Gobling.
(In
theory.)
You're
S.H.I.E.L.D.
agents today,
grow a pair.



It's not
a gun.
We're
agents of
S.H.I.E.L.D.
Well, I
guess we better
do something
cool.
It's a nunny-
noonooliner.
That is
what she said,
right?





I want my money, Ernie.



Norman, please...

I know what I paid you when you were my accountant.

And you do not get to live like *this* on what I paid you.

Norman!

You and my lawyer took my money.

No. No. I-I-I have a *new* job.

I want my money.



Seriously.

Do I actually have to *hurt* your family in front of you?? To get *my* money??



N-Norman- I don't have your--



So that would be a "yes."

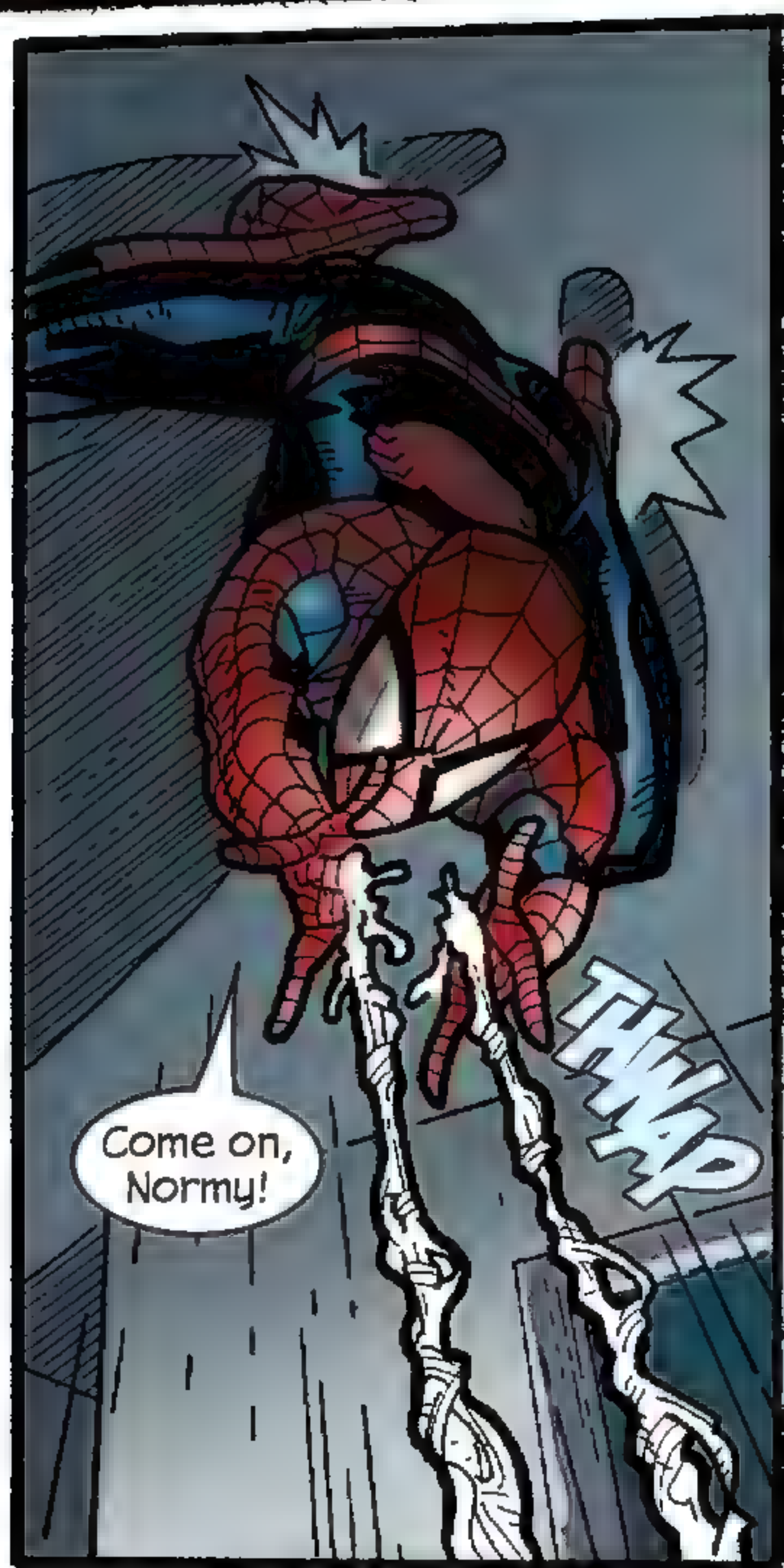
AAAAIIIEEEEE!!!





HYAAAGGGH!

"Hyaaaggh??"
That's hardly a "It's Clobbering Time"-level of catchphrase. All that time alone in your cell and **THAT'S** the best you could come up with??



Come on, Normy!

THWAP



This is all so "Octavius" of you!

Showing up in people's homes and trashing all their stuff.

SMACK



I want shooters at six, nine and eleven!!

If you get a shot, take it!!

(And try not to shoot each other.)

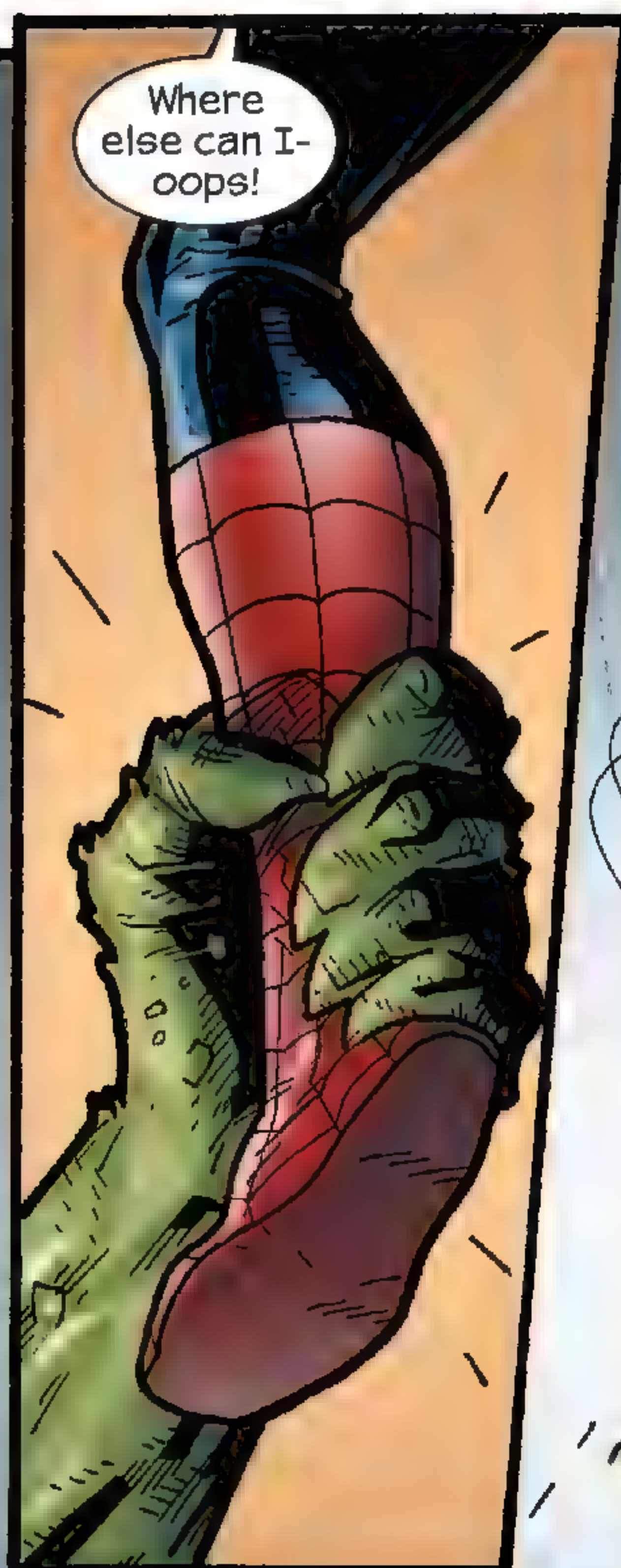
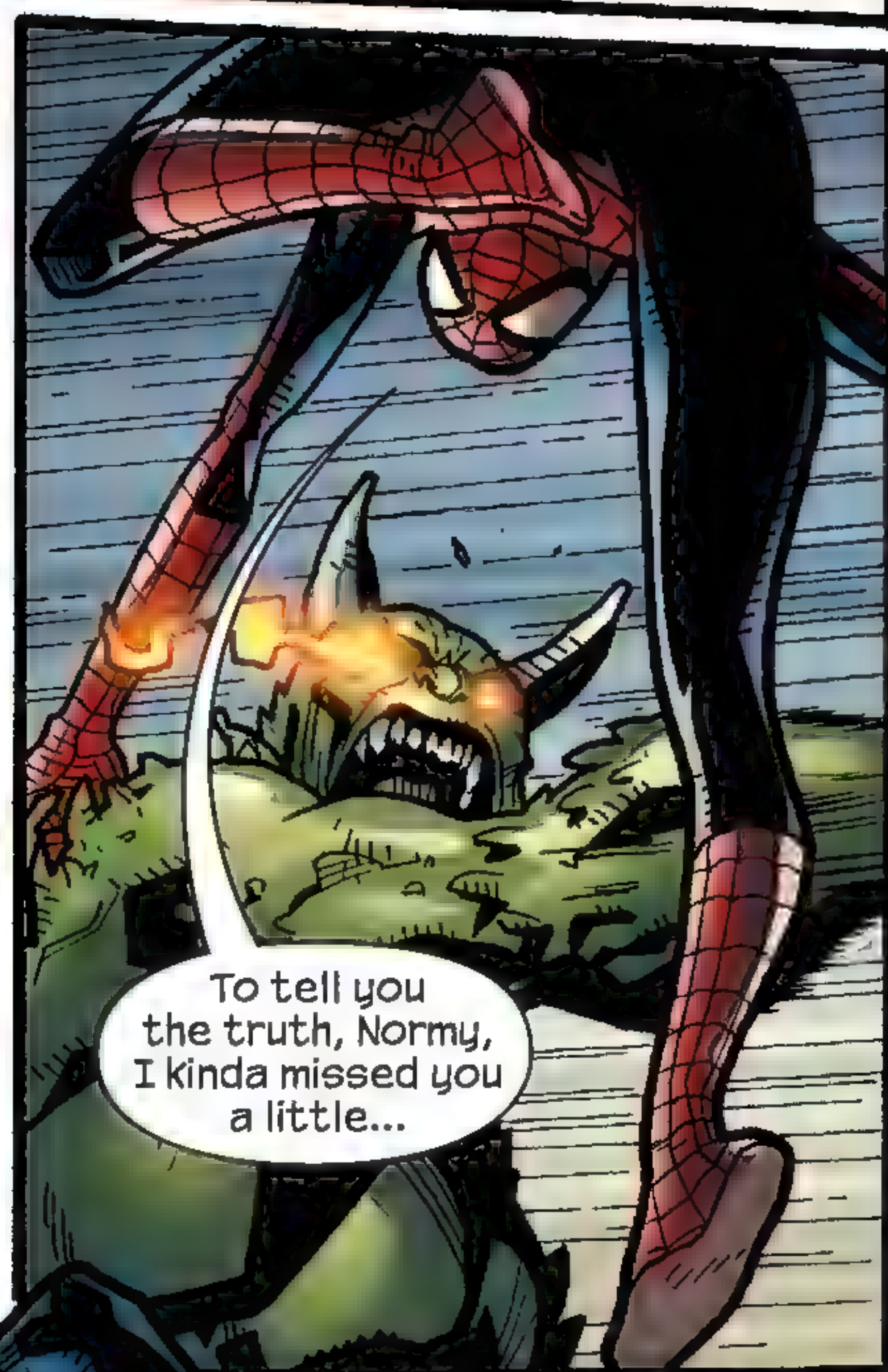


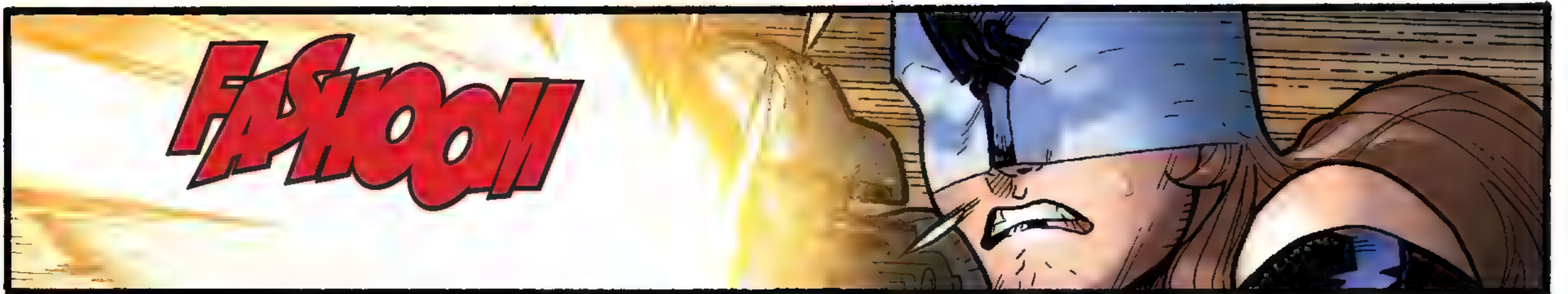
You got to get some of your own moves!!

Parkeerrr!!



Some signature Normy moves.







To be continued...

NEXT ISSUE!



ULTIMATE SPIDER-MAN

ISSUE

116



api 07
ISANOVE

MARVEL

BRIAN MICHAEL BENDIS
STUART IMMONEN
WADE von GRAWBADGER
JUSTIN PONSOR

The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man!



PREVIOUSLY IN ULTIMATE SPIDER-MAN...

Peter Parker and MJ have gotten back together, leaving his troubled relationship with Kitty Pryde, of the world-famous X-Men, in shambles. Even worse, Kitty now attends their school - and is in their class!

Spider-Man has had several life-altering confrontations with the notorious Norman Osborn, a.k.a. the Green Goblin and the father of his once best friend, Harry.

Norman and other villains, including Electro, escaped imprisonment in the Triskelion, the former home of the world's premier super team, the Ultimates. Norman ran to the press and told the world he was illegally arrested and detained by Nick Fury, the head of S.H.I.E.L.D. (who is now away on a top secret assignment), and that his son and company were taken away from him for no reason.

Peter, after getting MJ and Aunt May to go into hiding, went looking for Osborn. He instead bumped into and took down Electro—but was then taken into custody by S.H.I.E.L.D.!

Spider-Man discovered he wasn't in trouble, but was being used as bait to lure Osborn by acting S.H.I.E.L.D. Director Carol Danvers... but that didn't stop Kitty from attempting to rescue him from the Triskelion. When Carol Danvers discovered that Osborn wasn't taking the bait, she convinced Spidey and Kitty to help them take Osborn down.

A subsequent penthouse battle against Osborn knocked Spidey and the Goblin out the window and headed towards the New York pavement below.

Too bad Spidey is out of web fluid!

DEATH OF A GOBLIN PART 5

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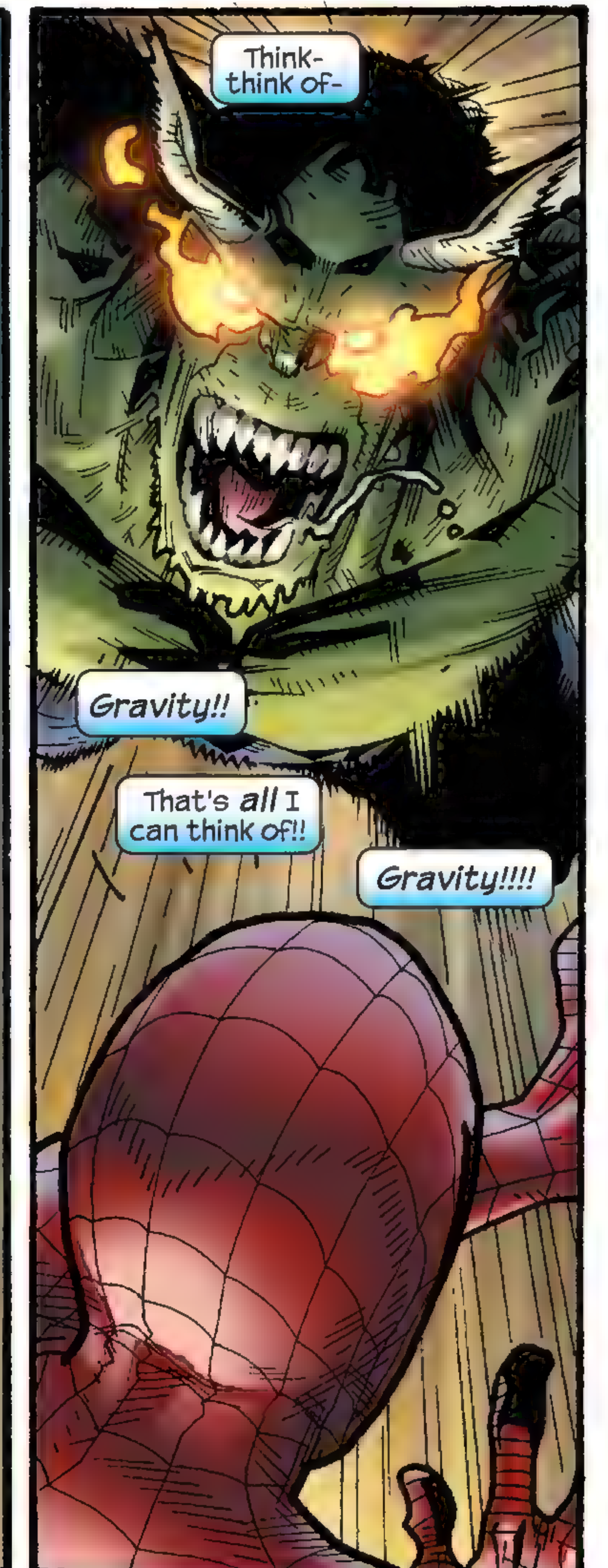
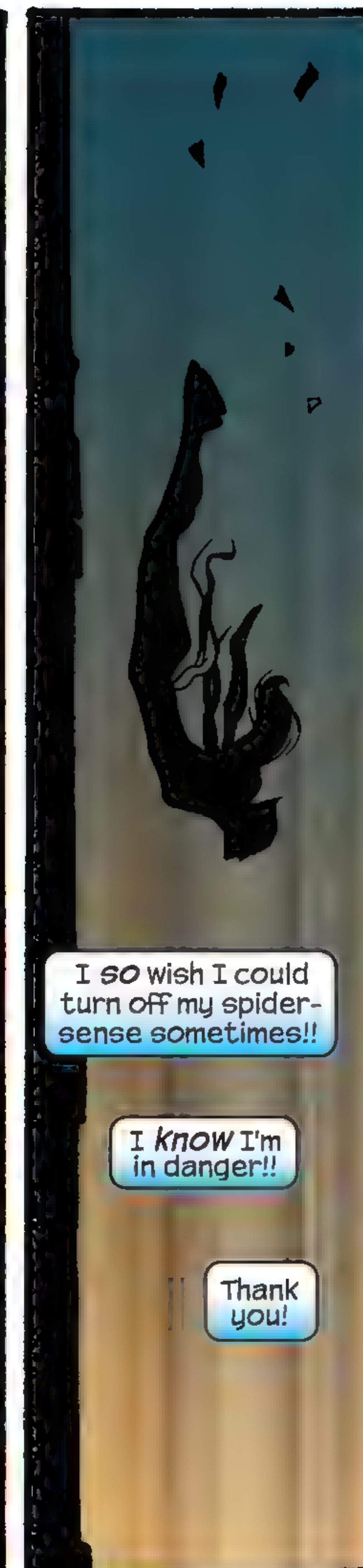
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Rosemann**
EDITOR

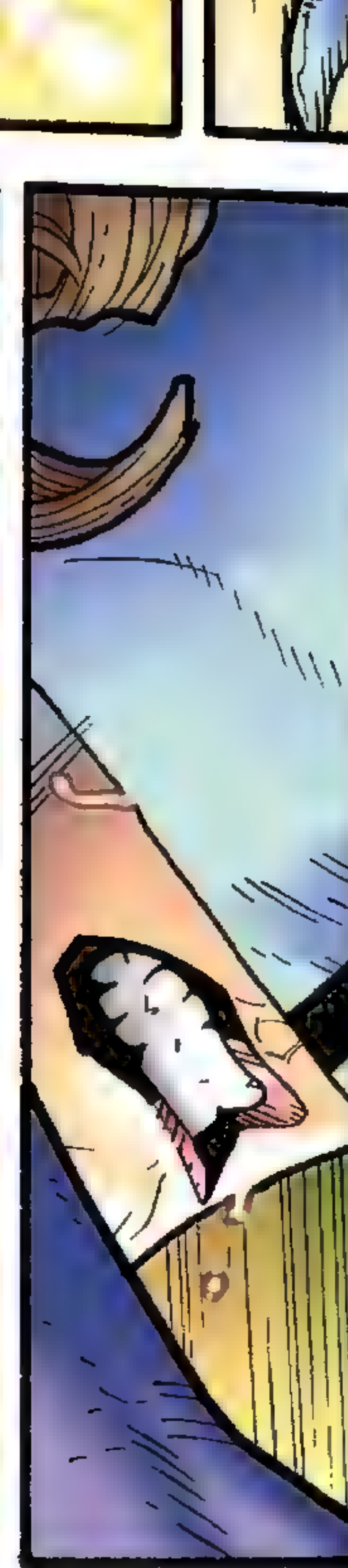
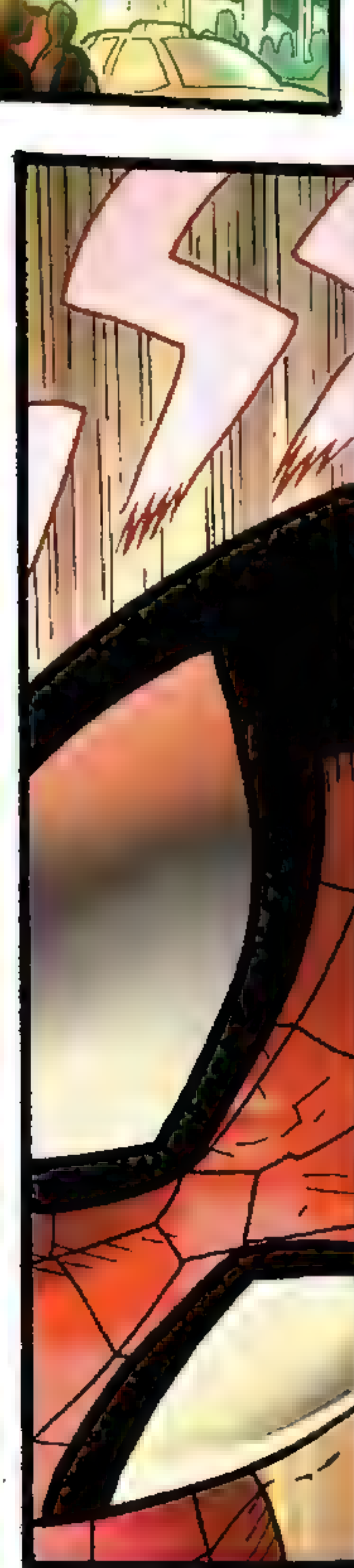
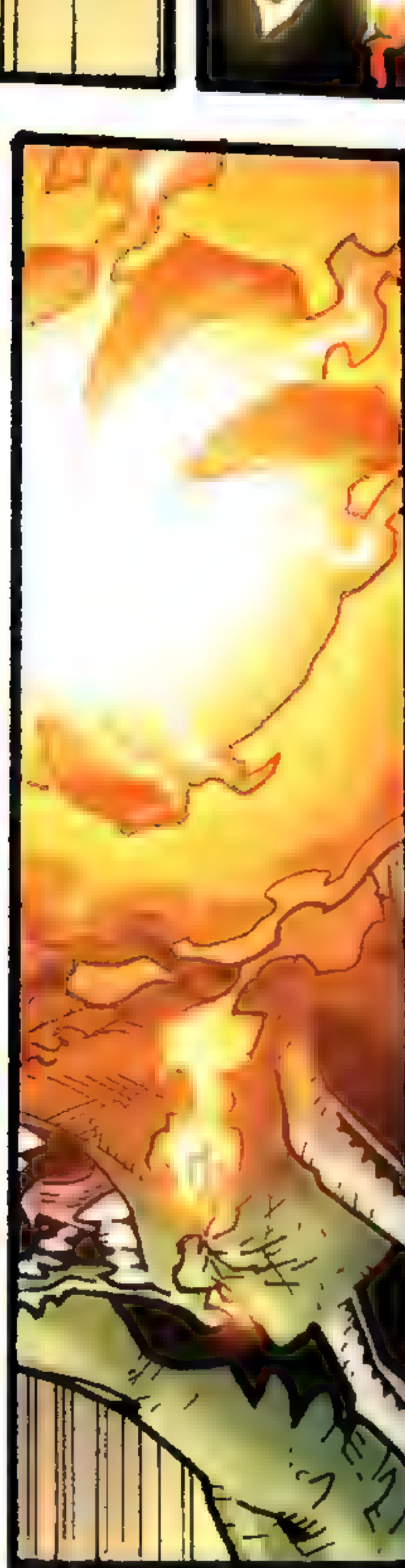
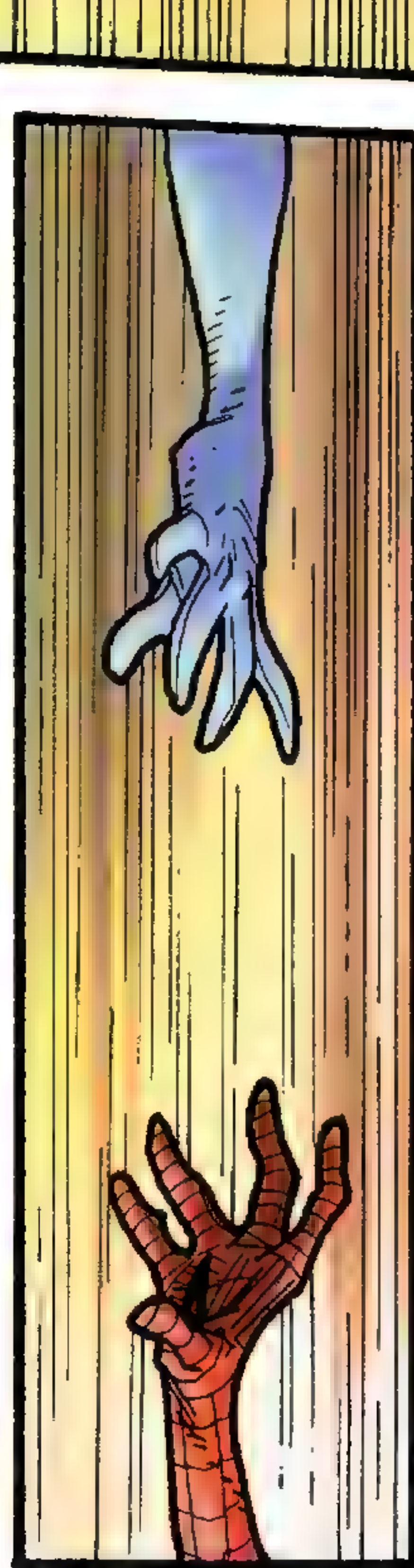
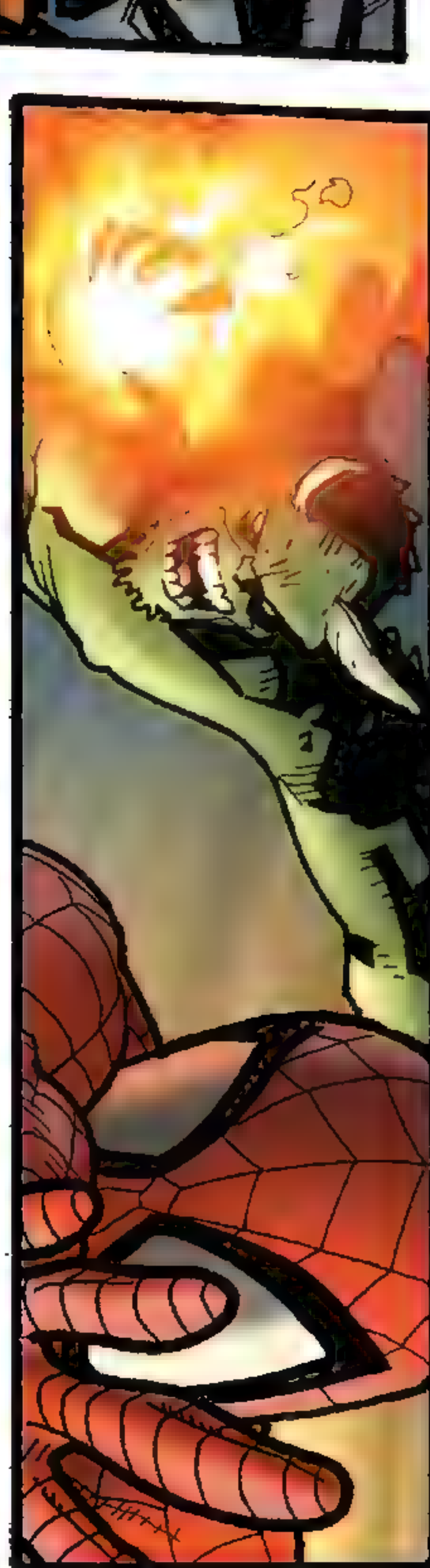
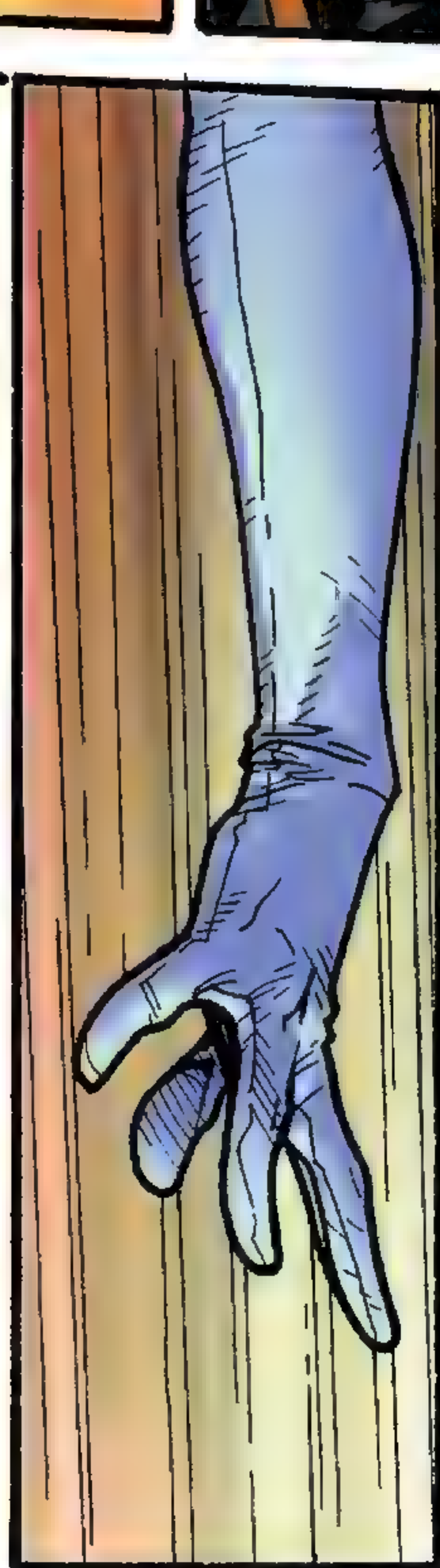
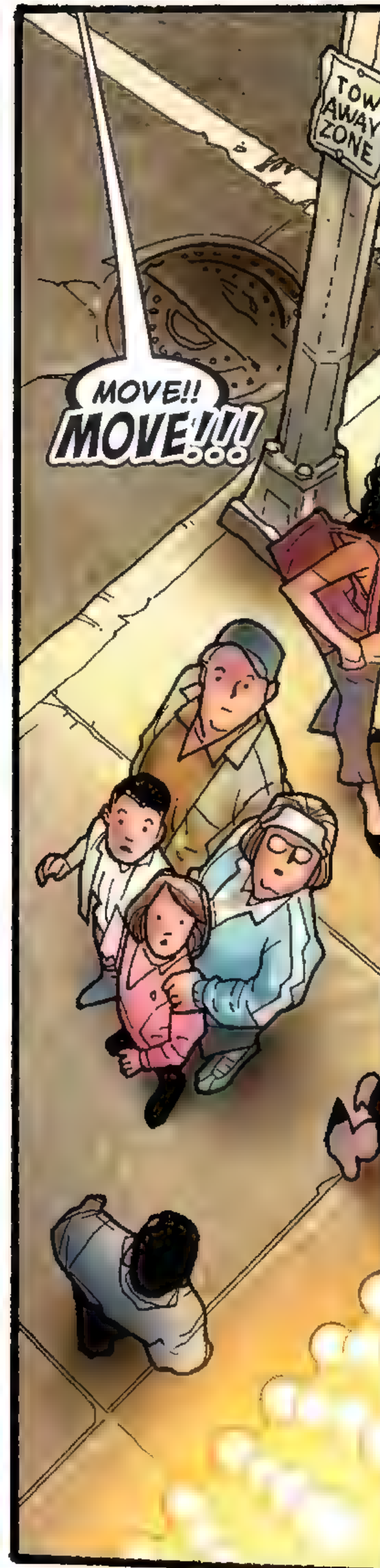
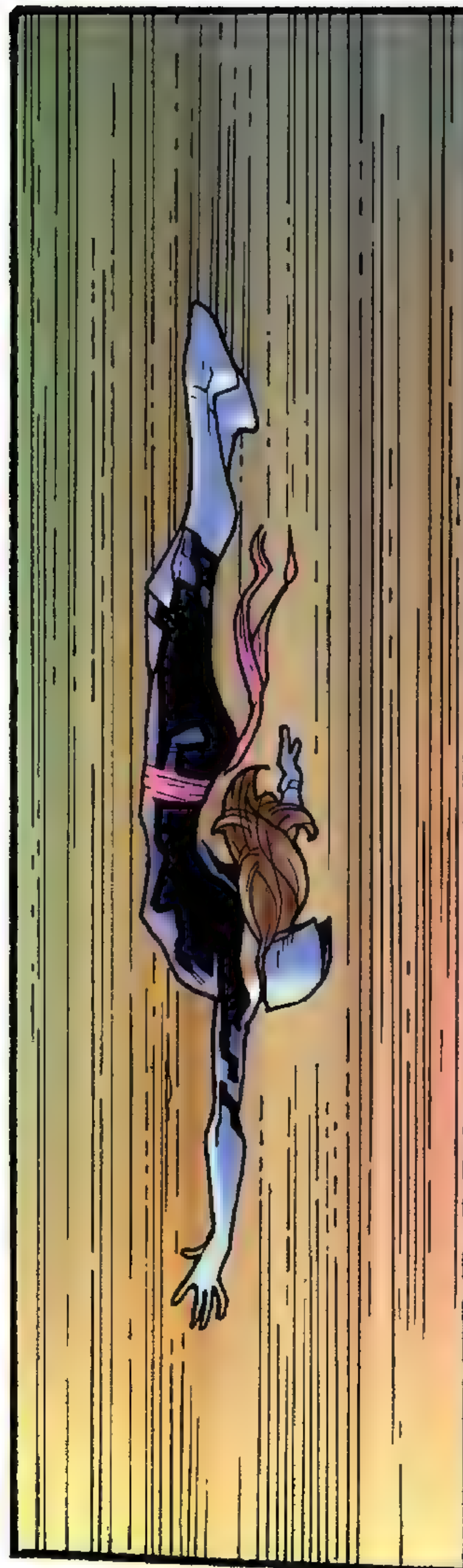
**Ralph
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SENIOR EDITOR

**Joe
Quesada**
EDITOR IN CHIEF

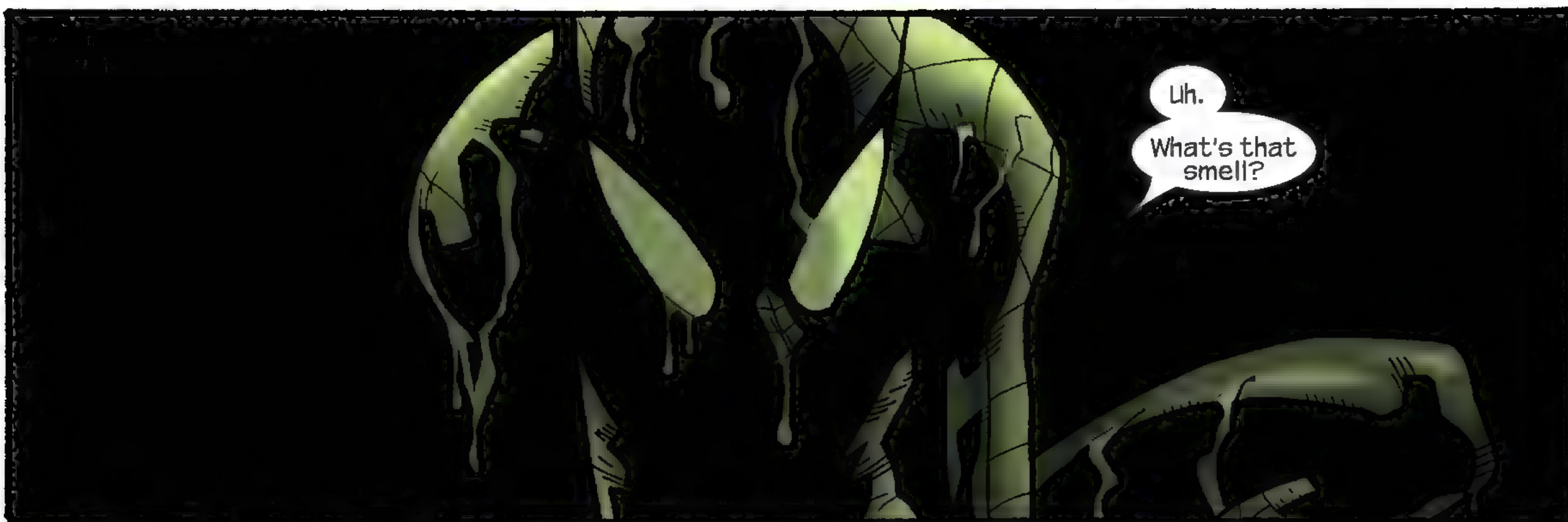
**Dan
Buckley**
PUBLISHER

To find Marvel Comics at a local comic shop, call 1-888-COMICBOOK.









Uh.
What's that
smell?



That
would be
us.

Are we
dead?

We're in
the sewer
underneath
the street.

We're not
dead? Because
I smell dead.



I phased you
~~phew~~ I phased
you through the
street at the
last second.

You
did that for
me?

Don't
make a thing
of it.

You came
to rescue
me.

You've been
kicking butt all
night for me.



Let's just
go up there and
beat the holy
green snot out
of Osborn.

Hold
on.



DOWN ON THE GROUND!!! Hands in the air!!

Where's Osborn??

Dude!! I'm phasing right now!!

Which means that if you *shoot* at us, you'll be shooting through me and at your pal *behind me...and vice versa.*

Weren't we agents of S.H.I.E.L.D. like *two seconds ago??*

Weapons down!! Osborn!

We want Osborn!



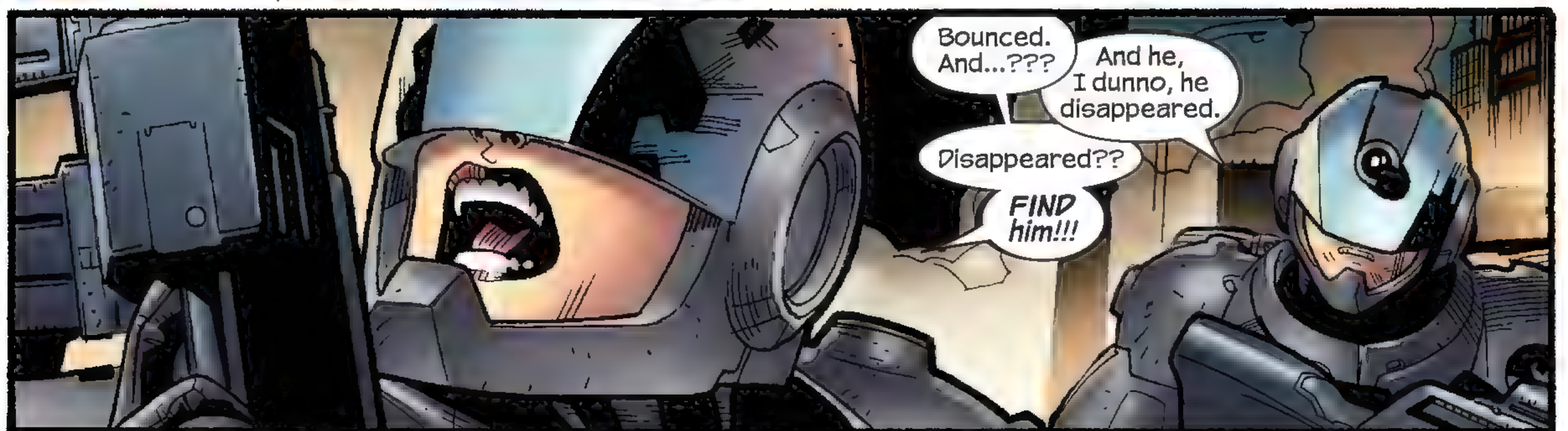
Where *is* he?

That's a *very* good question!! Where *is* he??

He- he crashed, Agent Danvers.

Director Danvers. Yes, and...???

And he flew over there. He- he bounced.



Bounced. And...???

And he, I dunno, he disappeared.

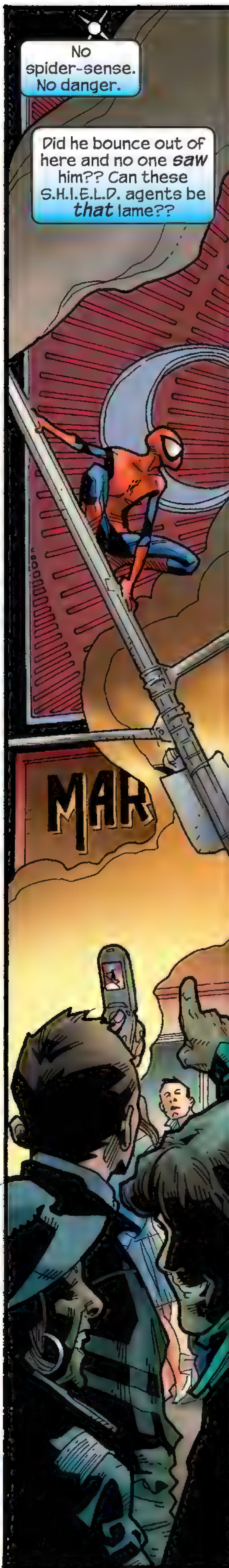
Disappeared??

FIND him!!!



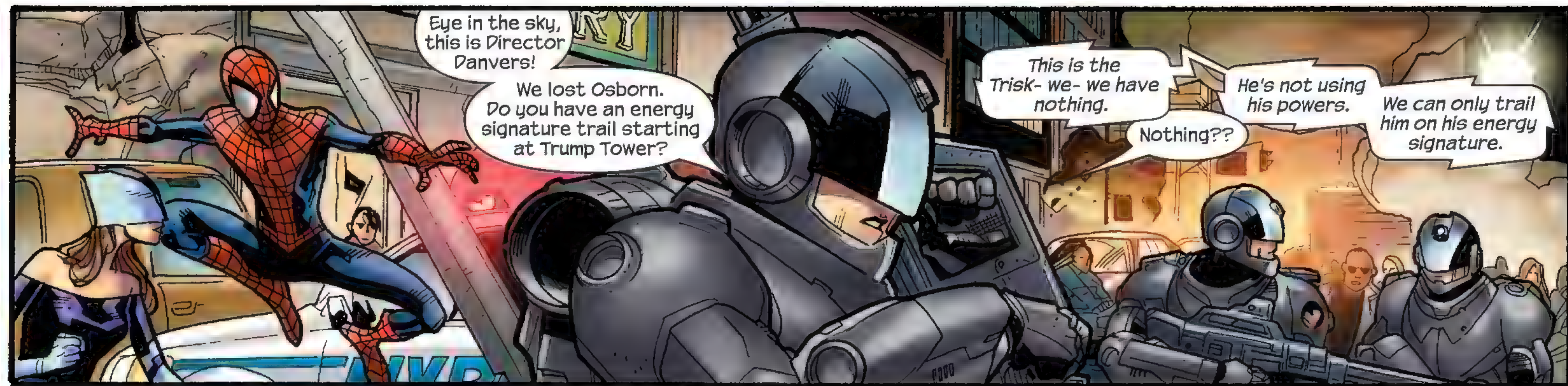
Where is he??

One minute he's there and the next he isn't??



No spider-sense. No danger.

Did he bounce out of here and no one saw him?? Can these S.H.I.E.L.D. agents be that lame??



Eye in the sky, this is Director Danvers!

We lost Osborn. Do you have an energy signature trail starting at Trump Tower?

This is the Trisk- we- we have nothing.

Nothing??

He's not using his powers.

We can only trail him on his energy signature.



It stops right where you're standing.

We're looking at you on satellite now.

I'm not looking for me!!!

You know what? Let's go.

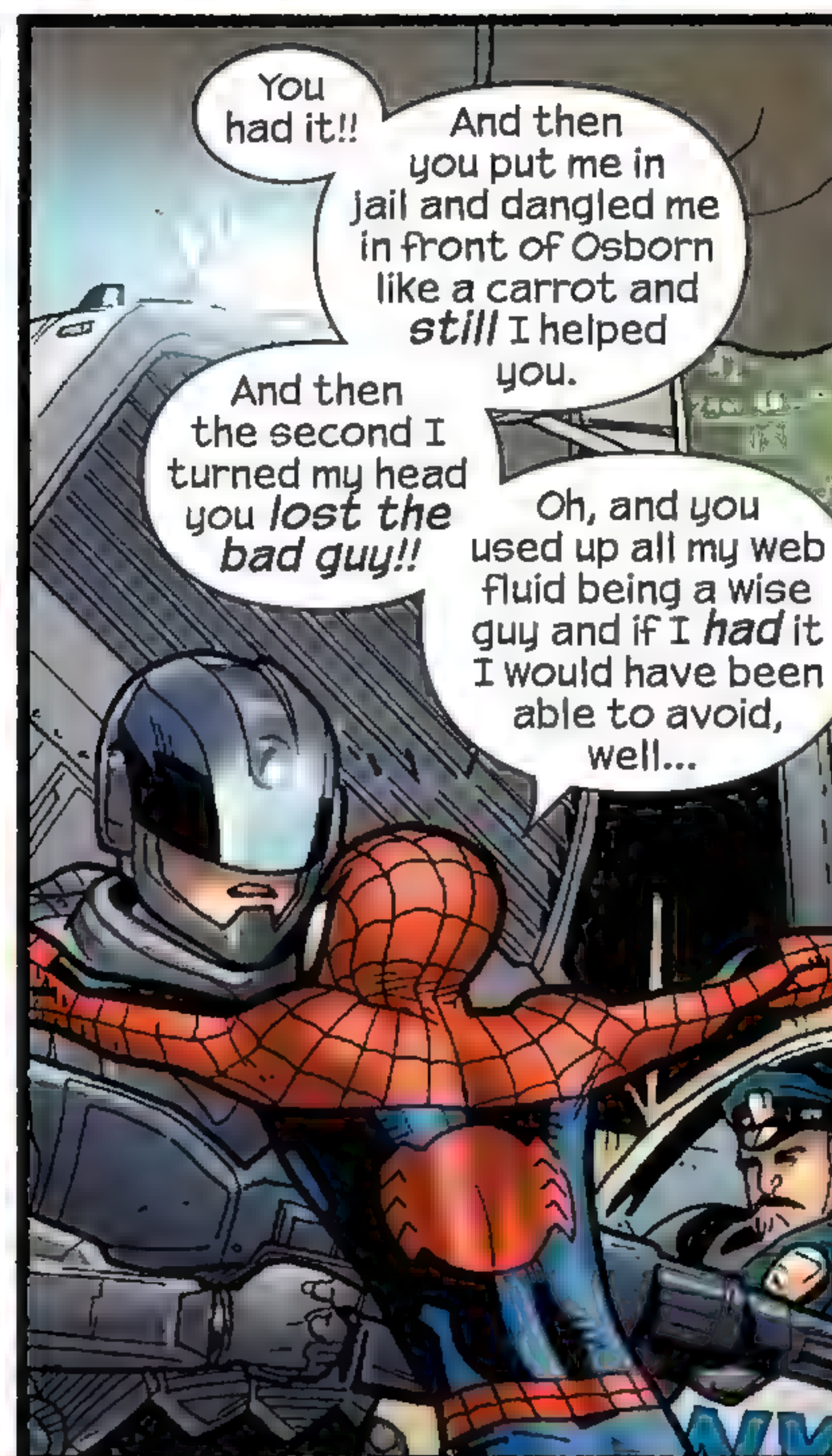
Oh! Okay.



Excuse me??

We're leaving.

I need your help!!



You had it!!

And then you put me in jail and dangled me in front of Osborn like a carrot and still I helped you.

And then the second I turned my head you lost the bad guy!!

Oh, and you used up all my web fluid being a wise guy and if I had it I would have been able to avoid, well...



ALL OF THIS!!!



Where are you going? He's out there!!

We're going home. We have school in four hours.

But Osborn...



If I see him, I promise...

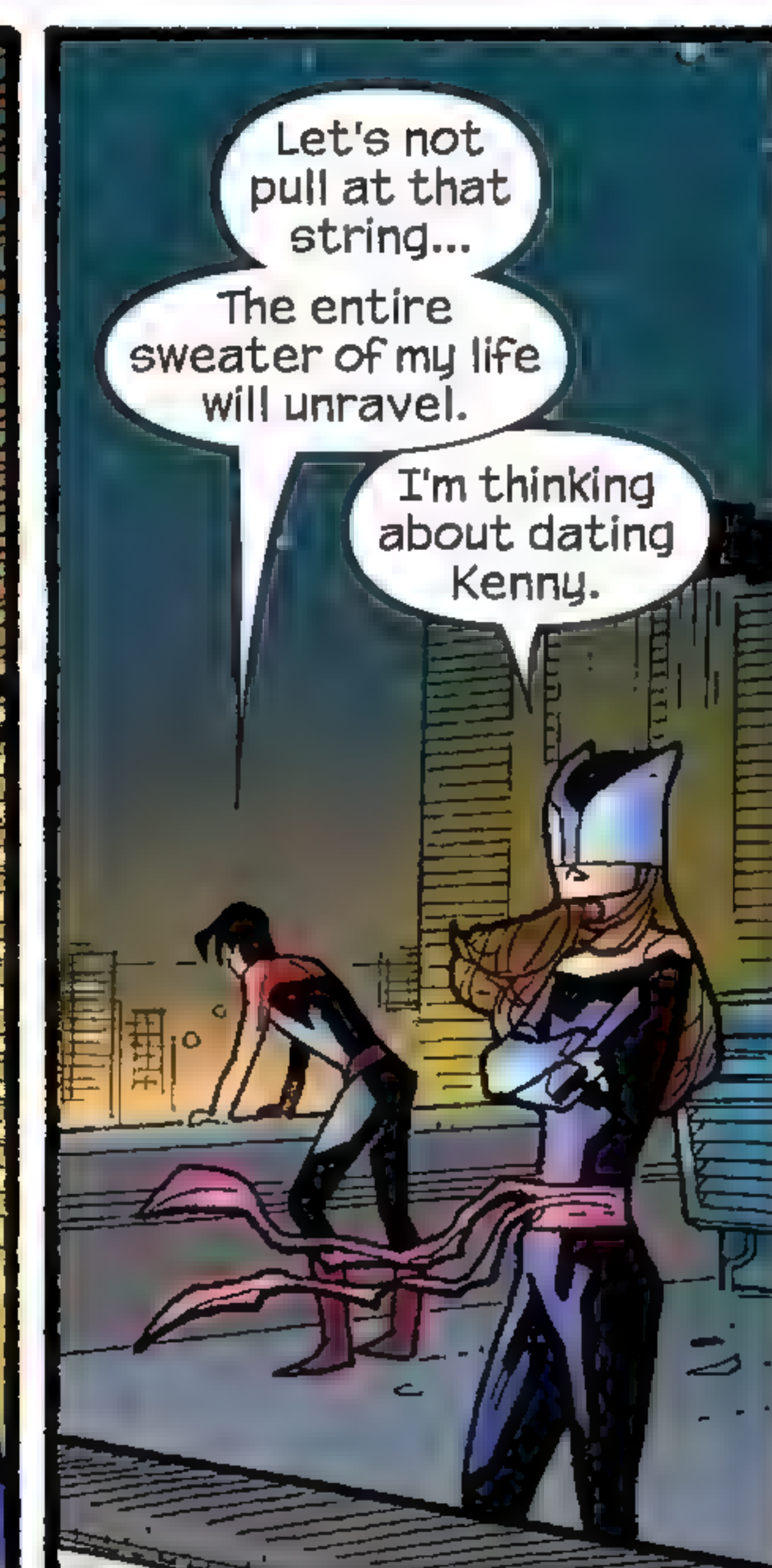
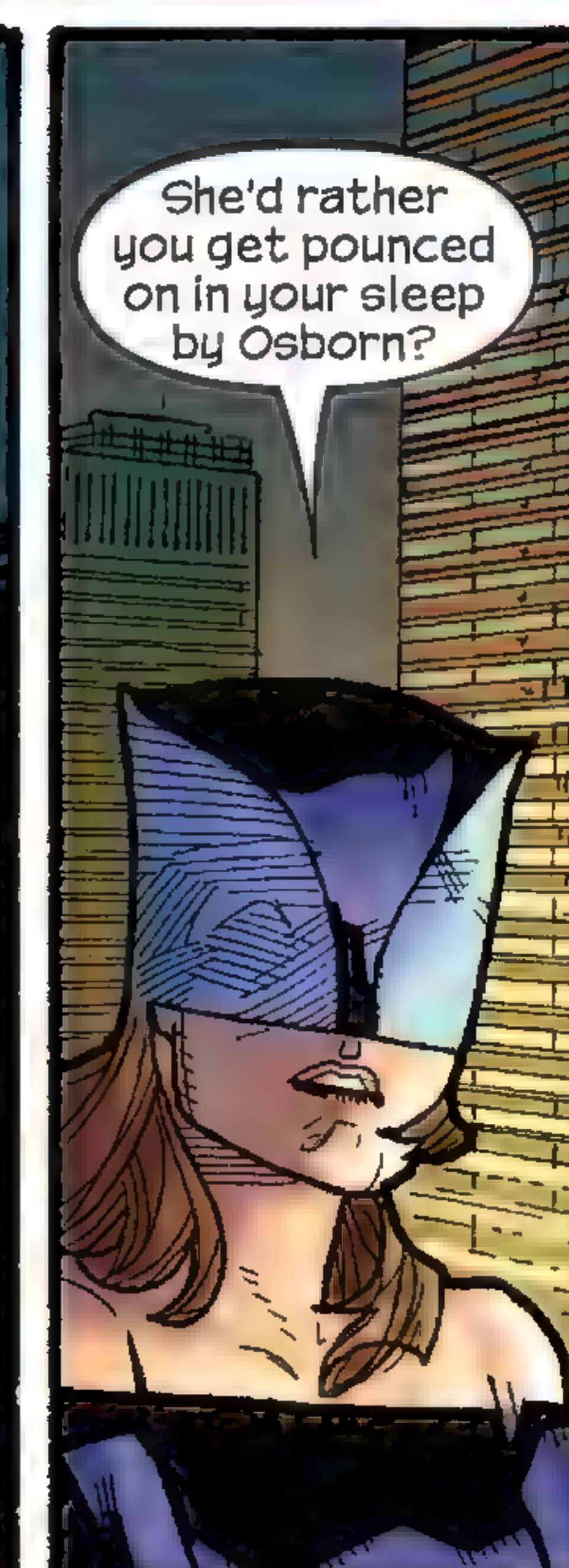
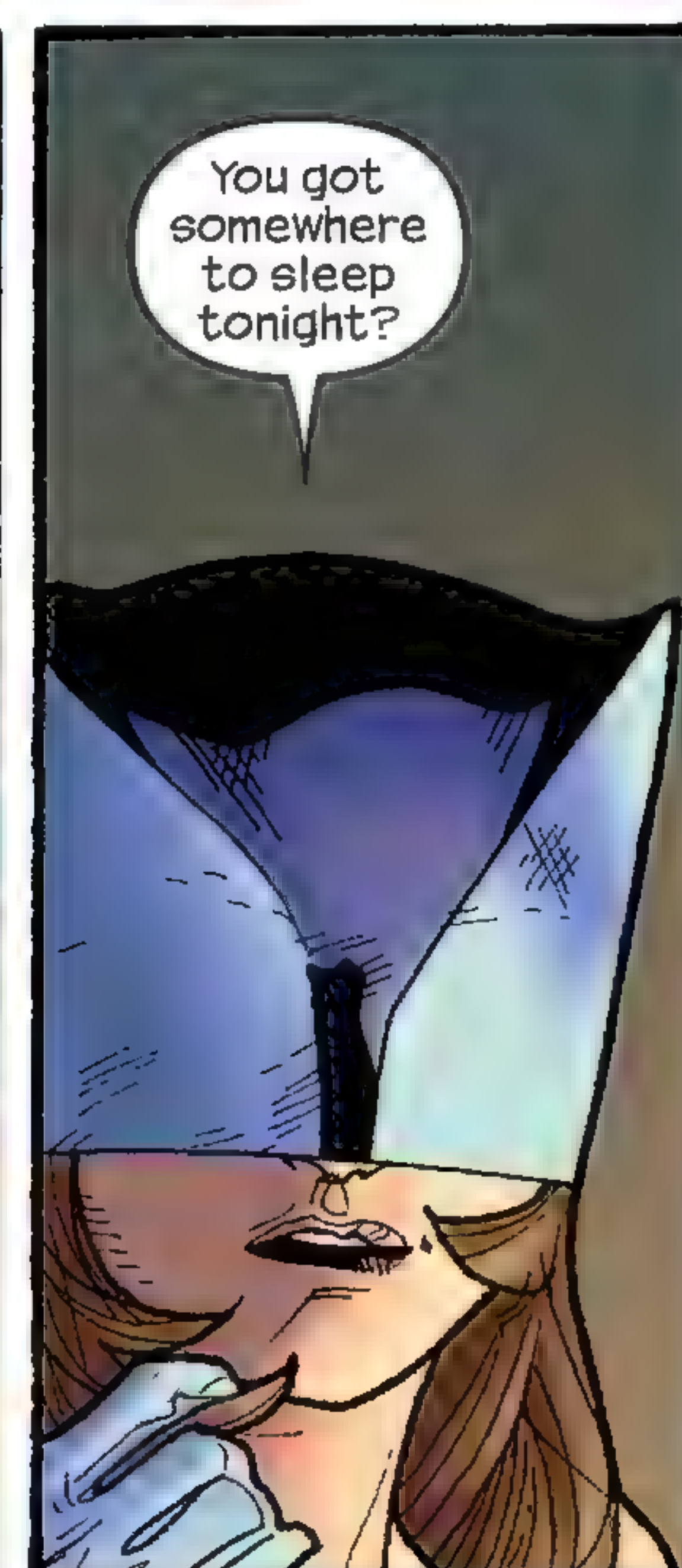
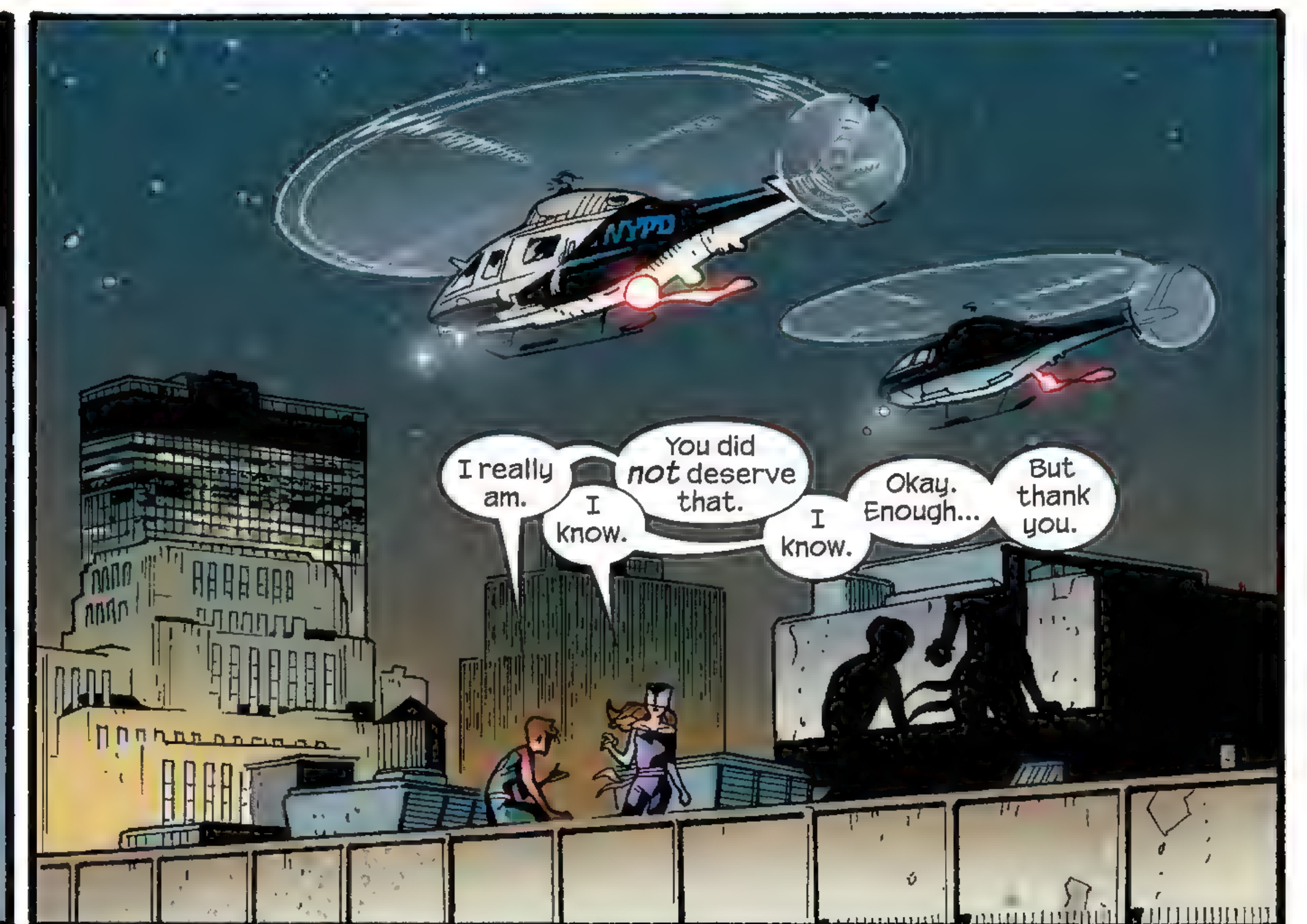
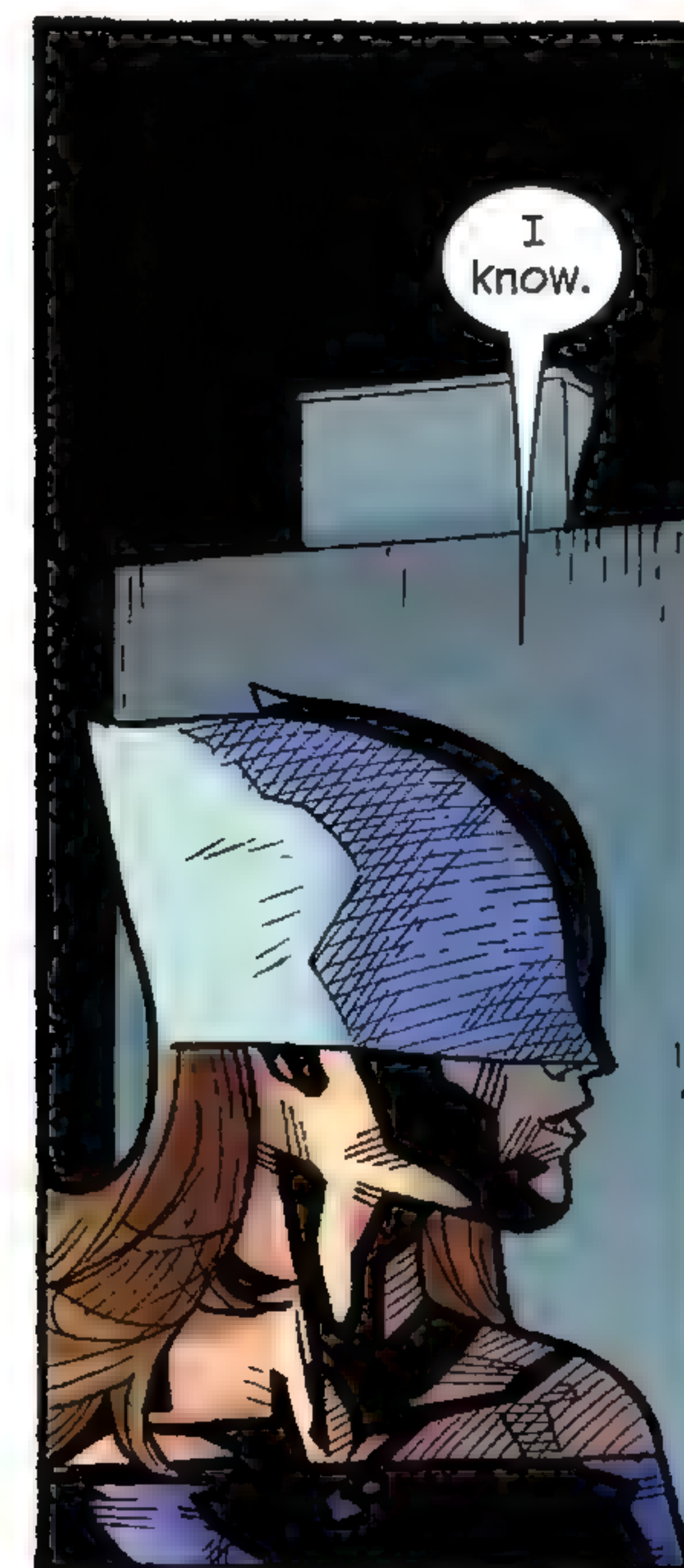
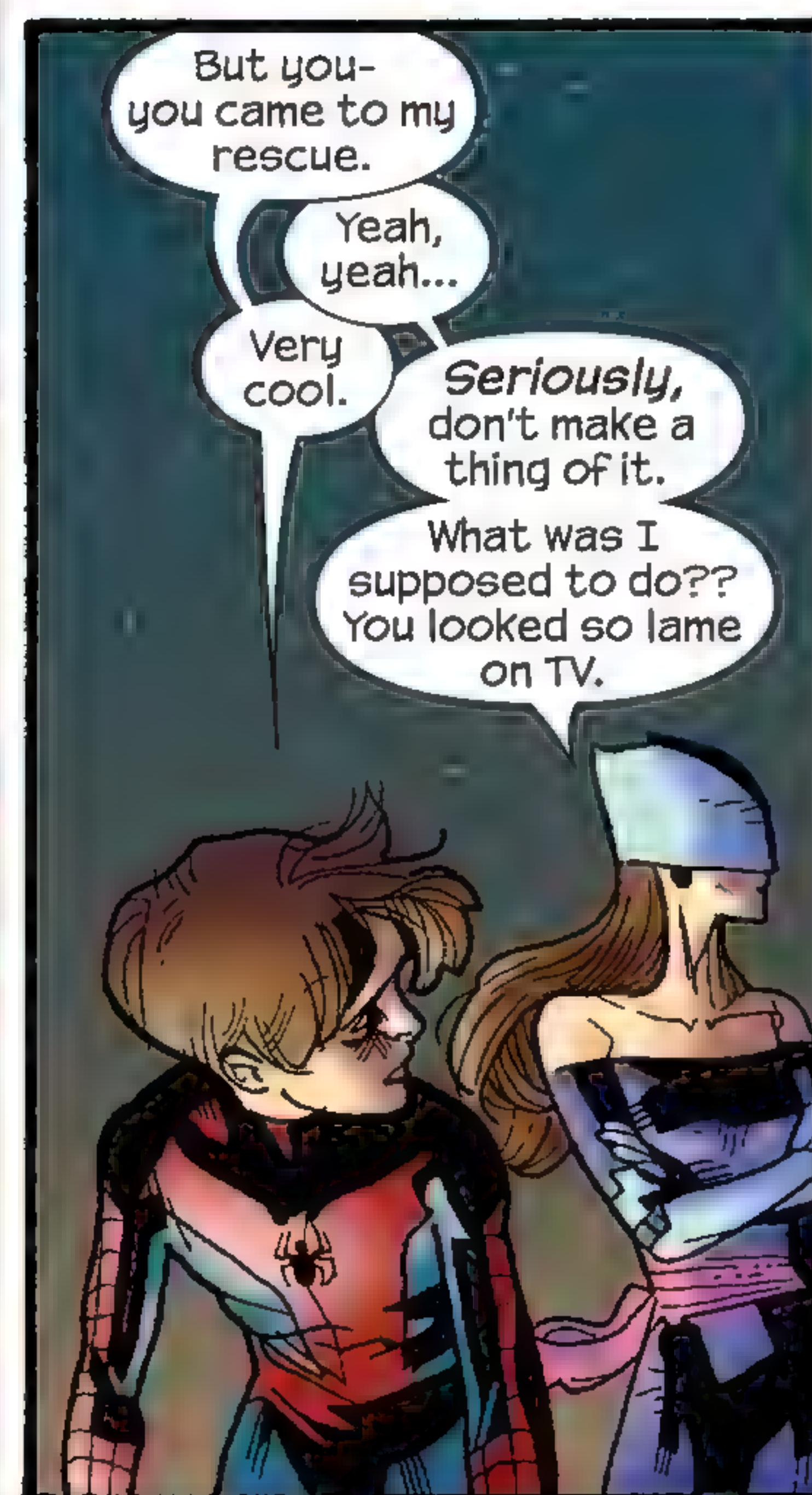
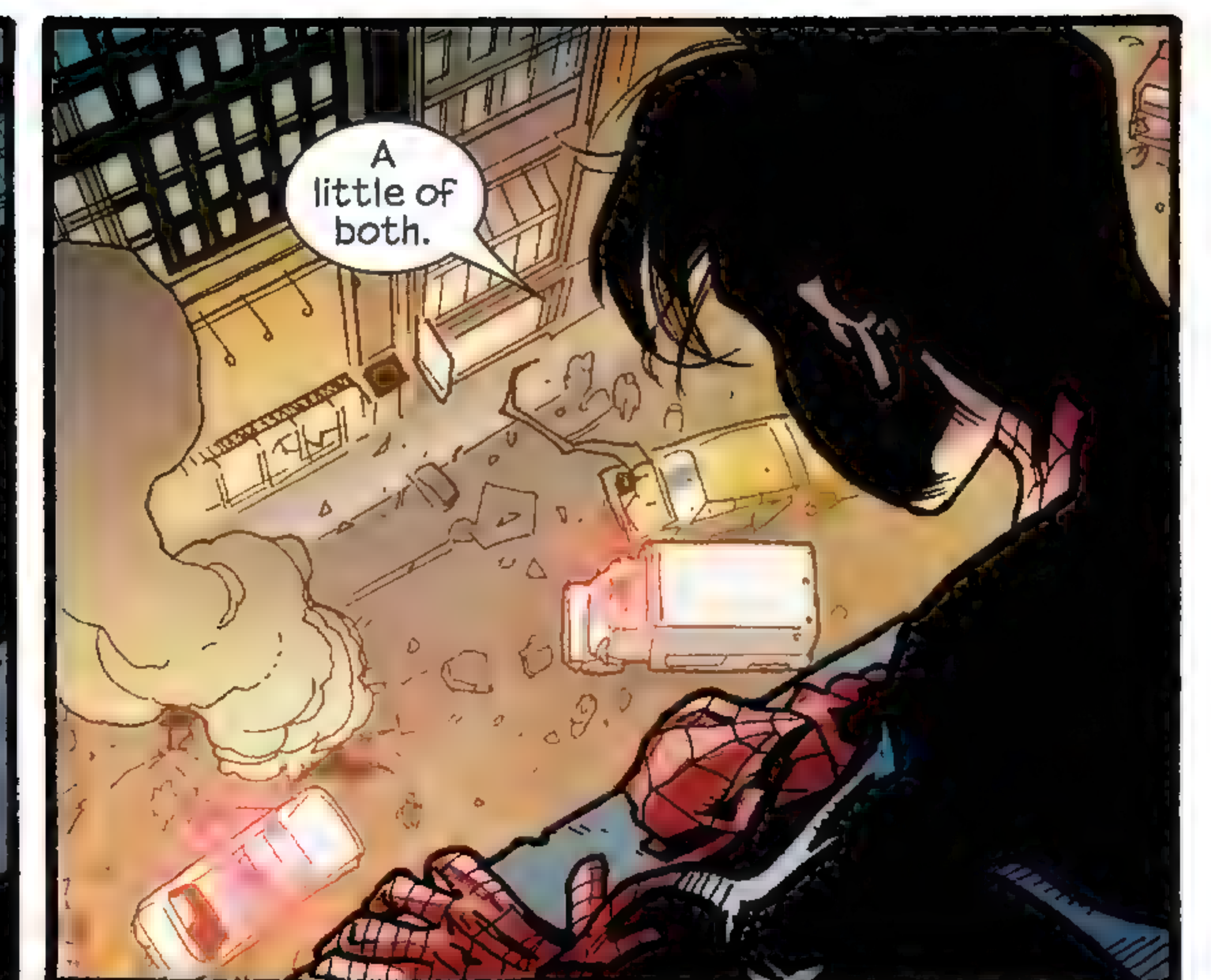
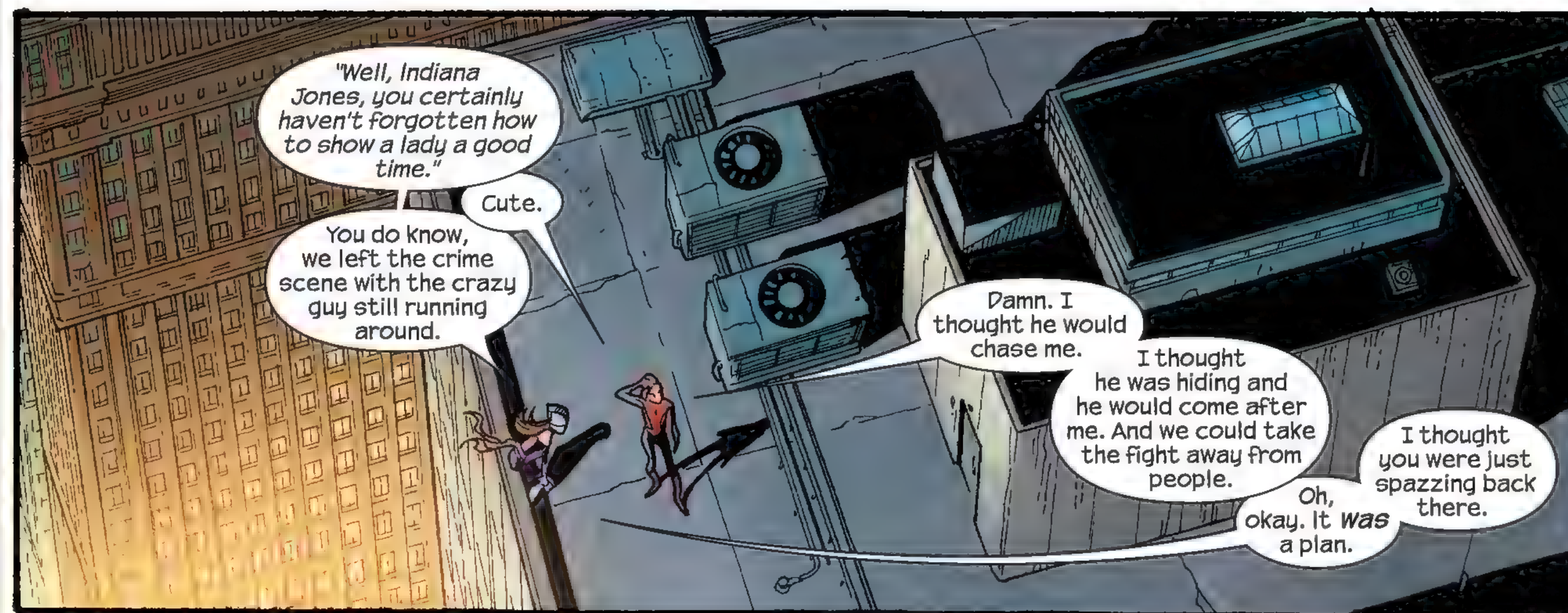
I'll wait for Nick Fury to get back to the planet Earth and I'll call him.

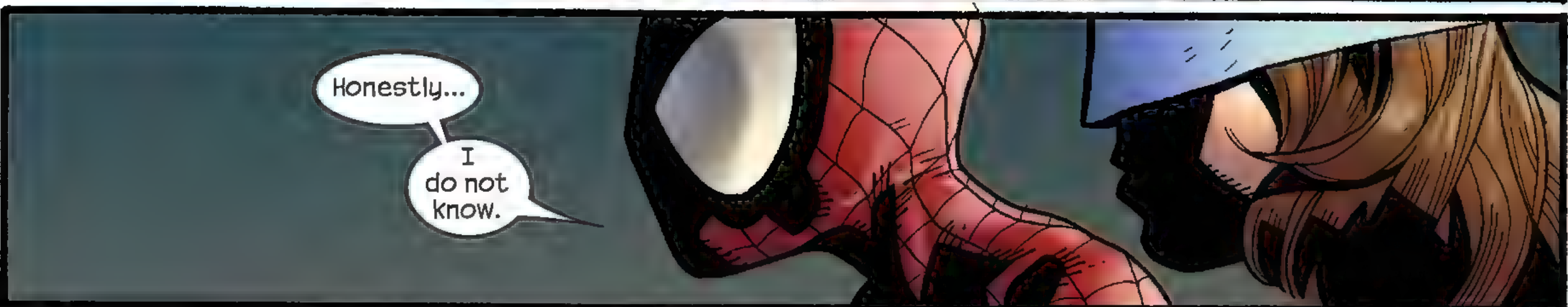
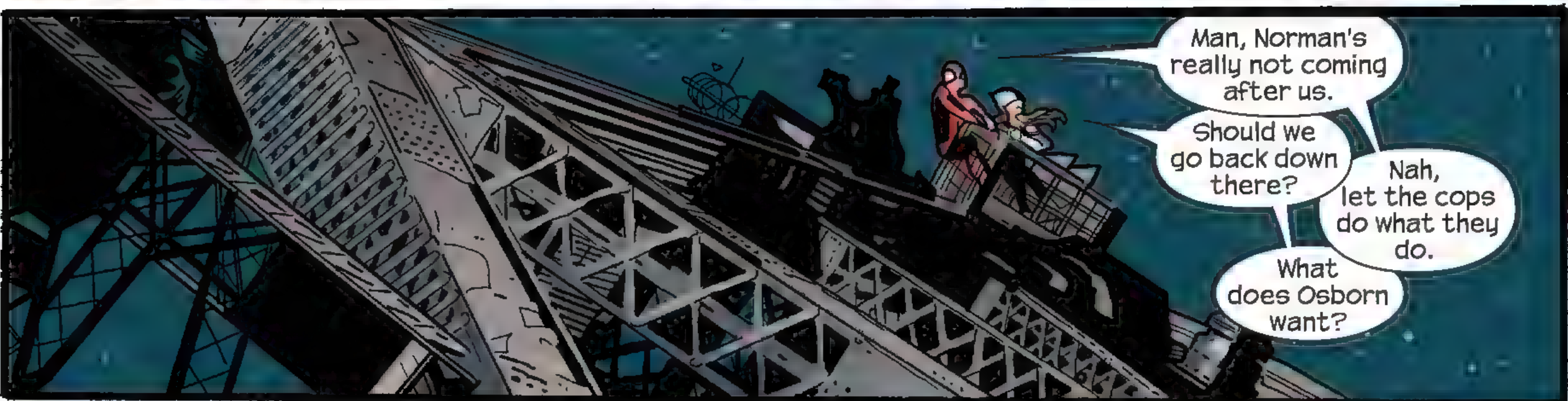
Ouch.

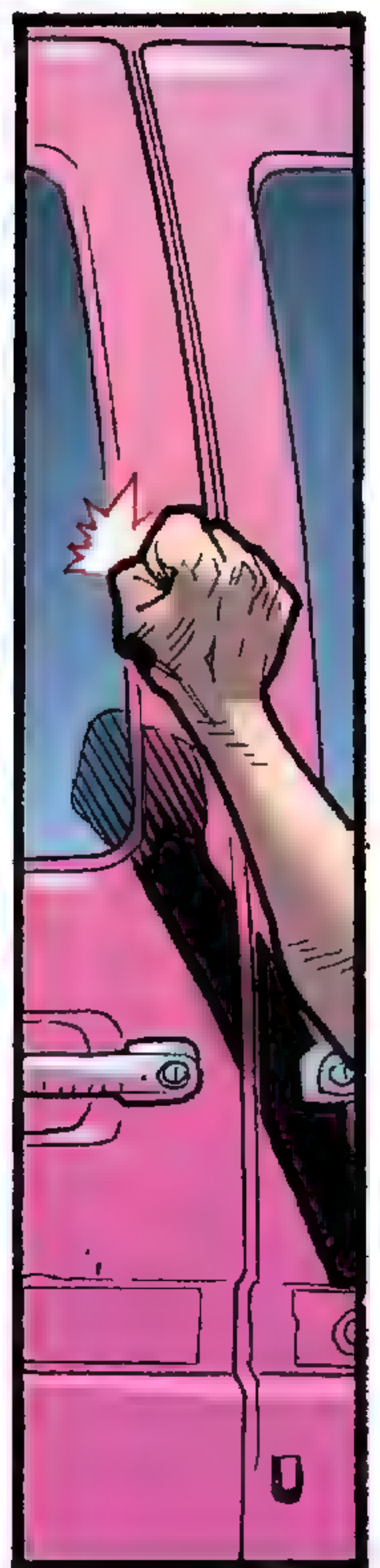
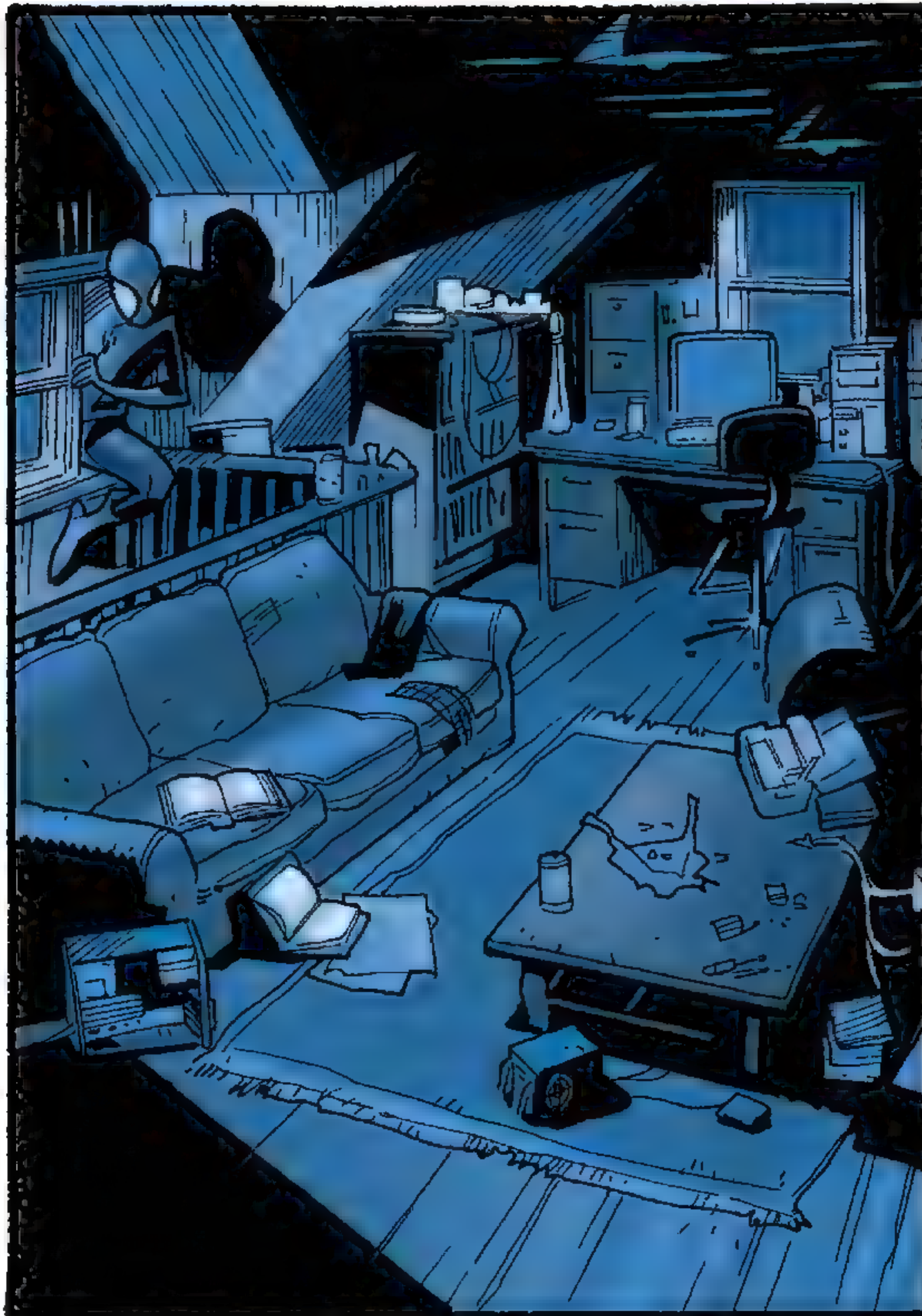
Shall we?



There're more carrots where that came from...









Uh, hi.
I thought
you might
want some
snacks.

Uh,
thanks.



You'll be
out here all
night?



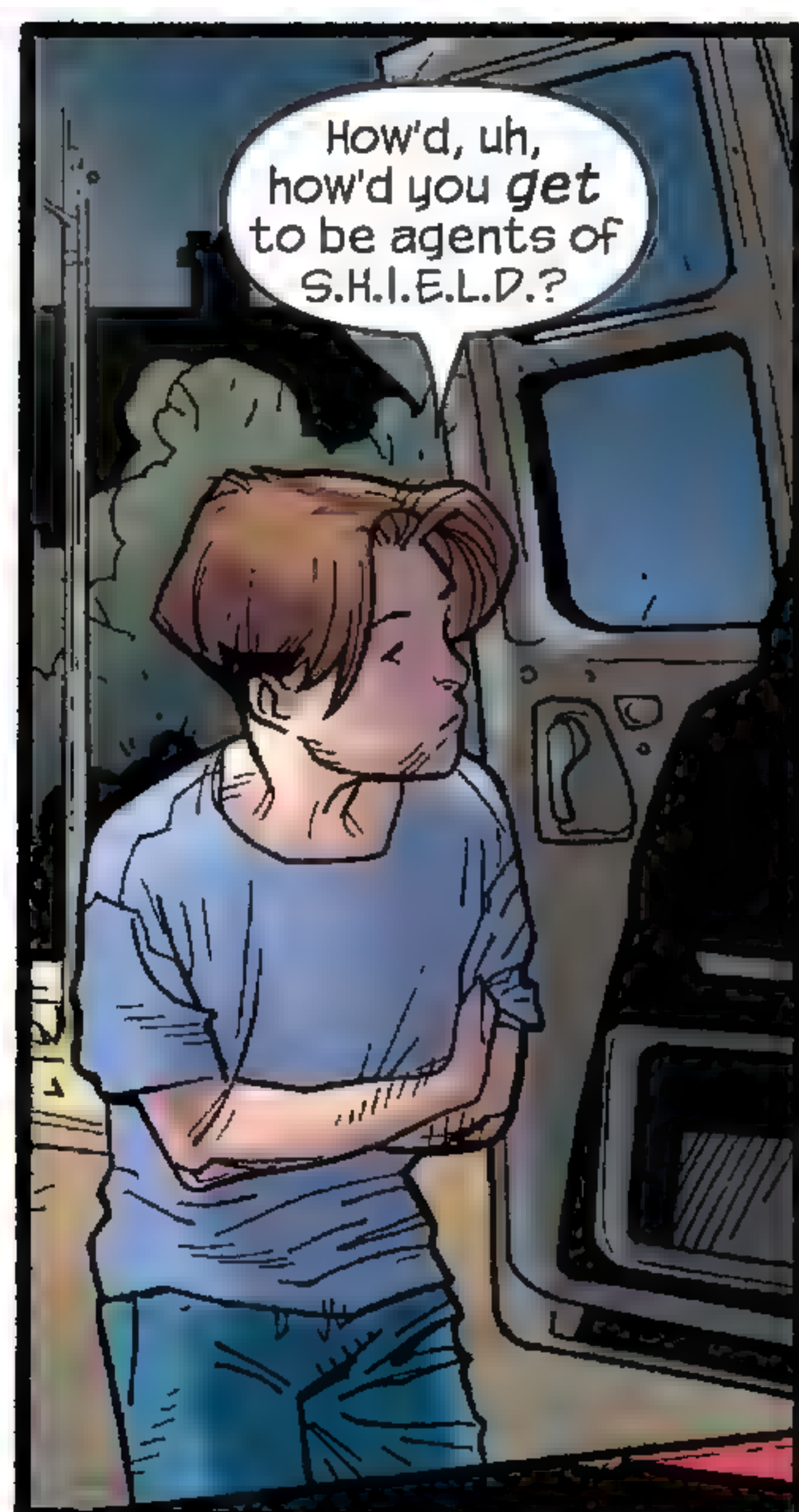
Uh,
yeah.

Cool van. Well,
at least I can get
some sleep.

Thanks.

We're big
fans of yours,
actually.

(That's really
unprofessional.)



How'd, uh,
how'd you *get*
to be agents of
S.H.I.E.L.D.?



Just
signed up.

Does it
pay well?

No. But you
get to see cool
things and the
pension's hot.

Cool
toys.



Hell
yeah, look
at this.

What
is it?

I have
no idea.

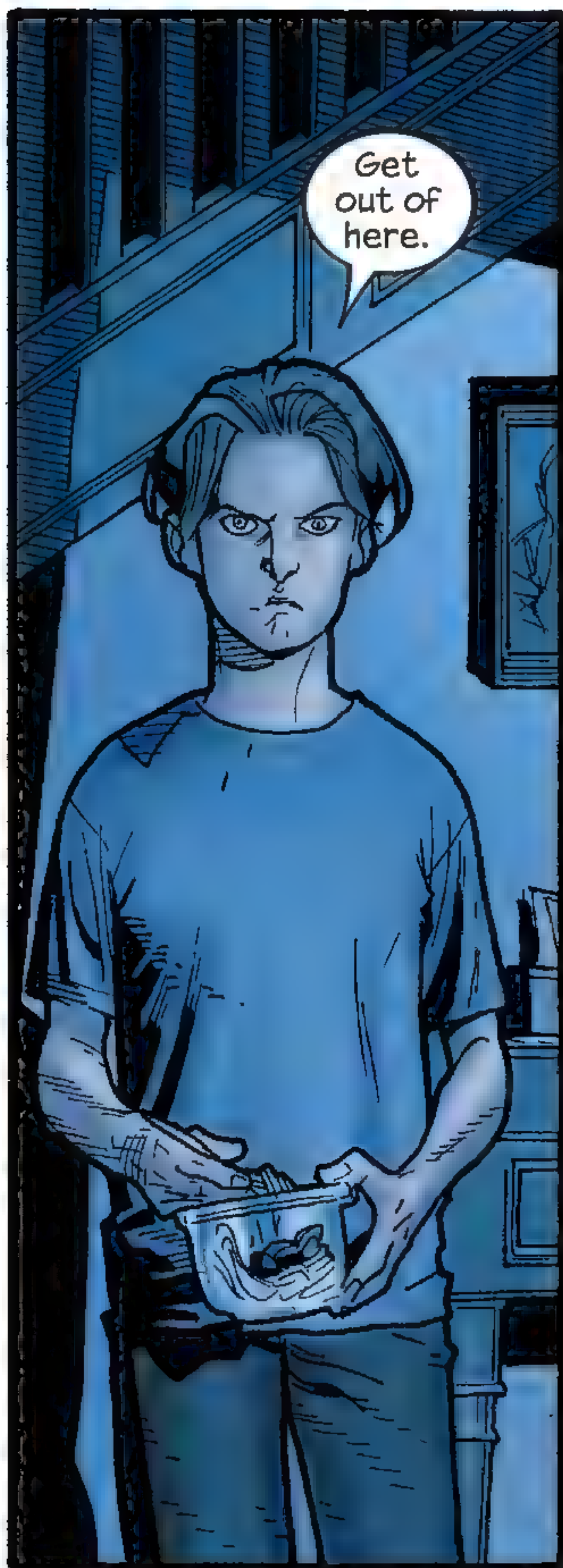
What?



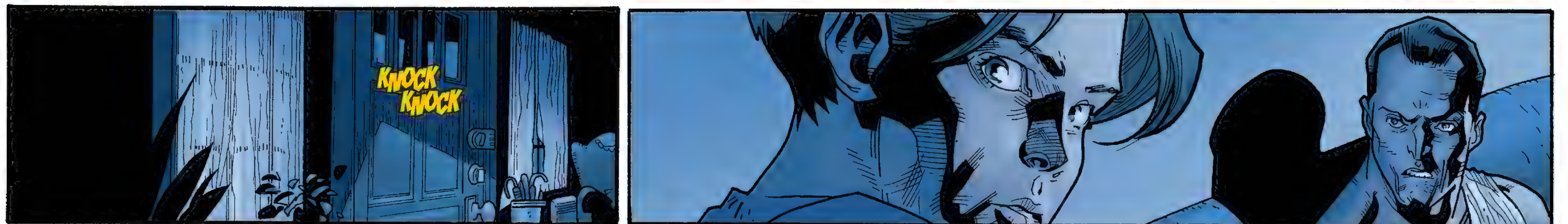
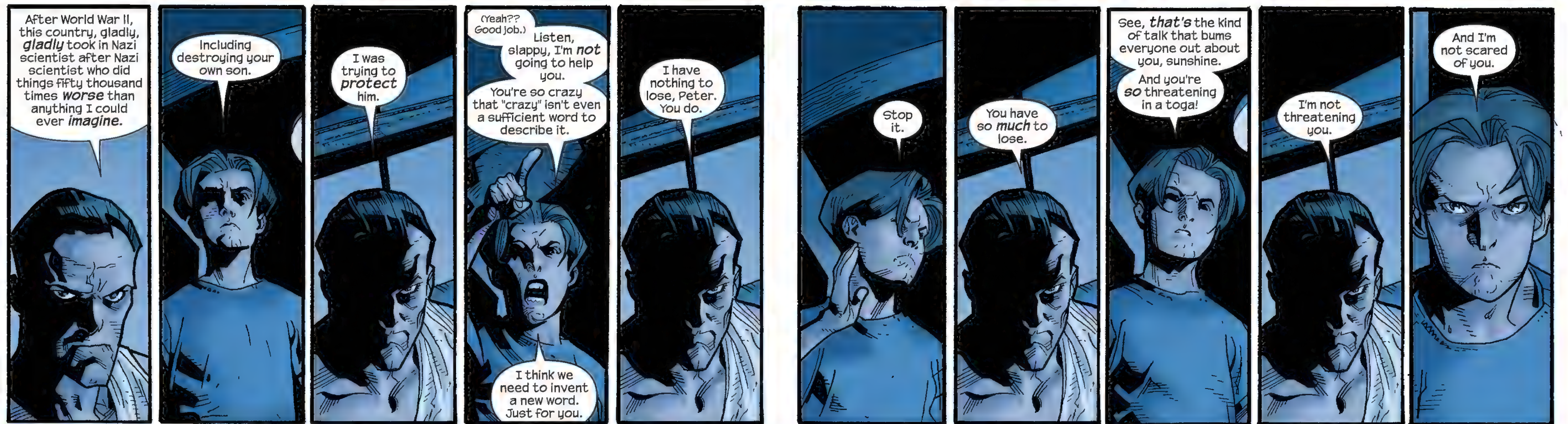
I'm
jokin' with
ya.

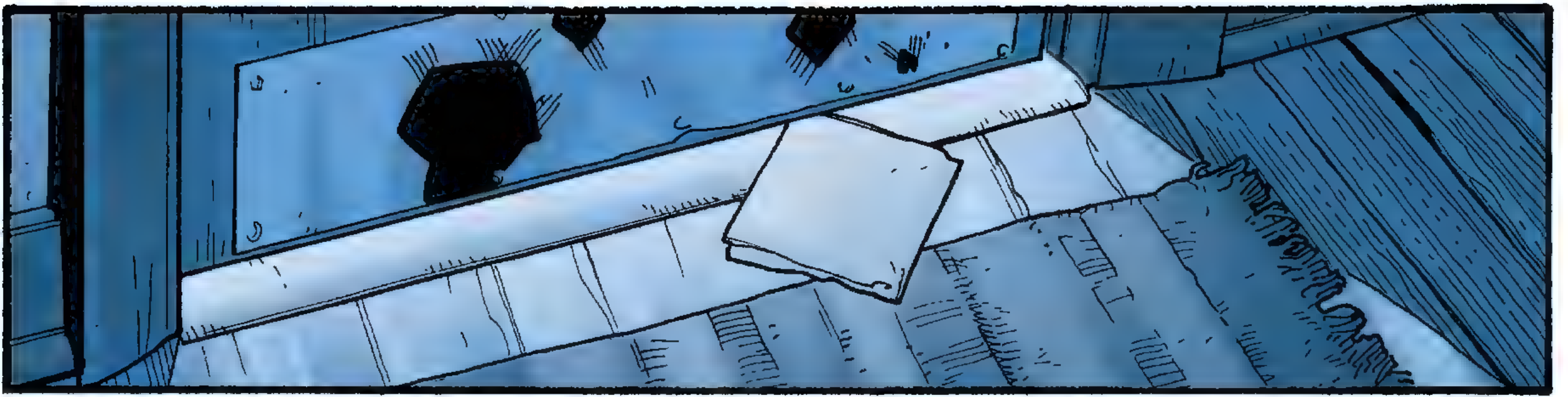
Stand
back.











It's important
for the people of this city
to know the truth...

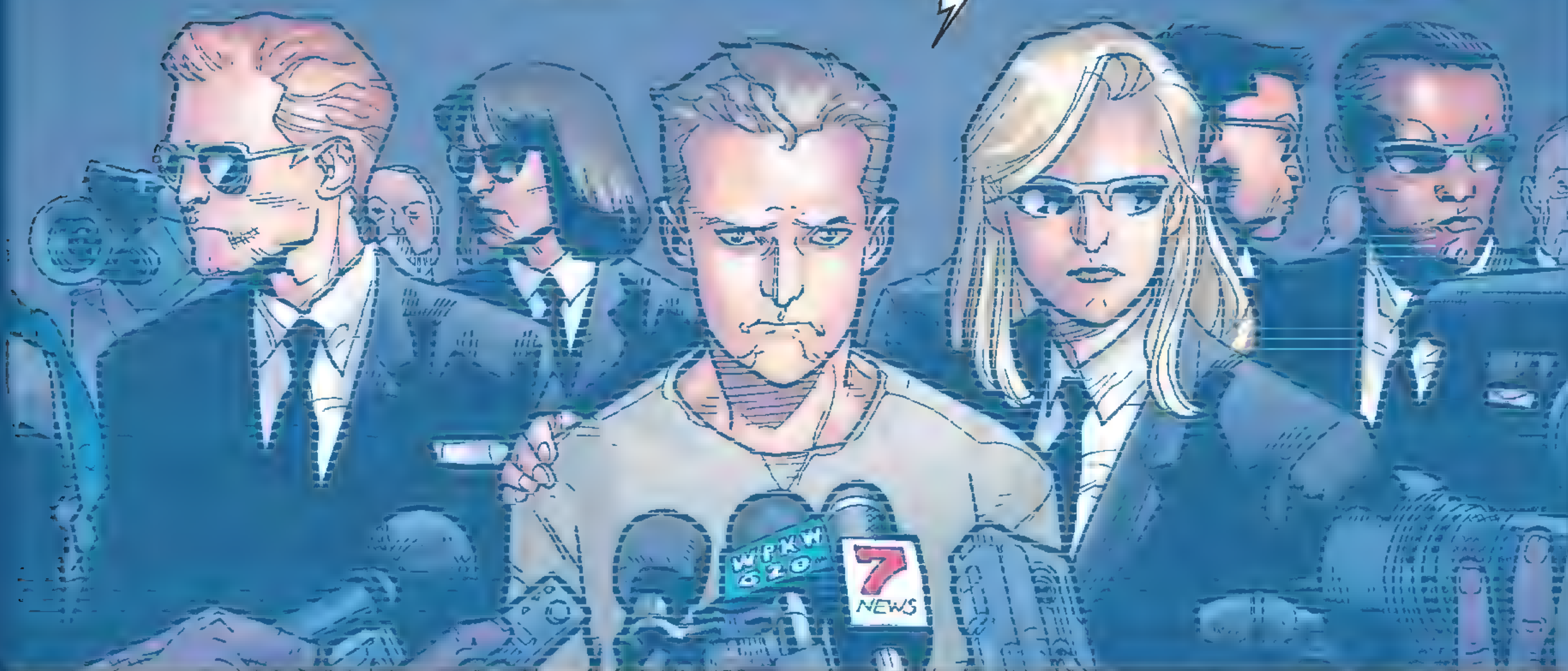
My father
is a- a liar.

My father is a
sick, sick man...

Deluded.

Um, and I know
he's telling you people
stories and stuff.

But he,
uh, he killed
my mommy.



Osborn press conference: Live from Triskelion in New York City.
Harry Osborn, son of Norman Osborn, responds to father's public allegations...

I have to take
these medicines
now just to keep
from changing.

Changing
into what?

He- he
made me into
a monster.

He hurt me-
he killed my
mommy.

He- he's a
monster.



To be continued...

ULTIMATE SPIDER-MAN

ISSUE

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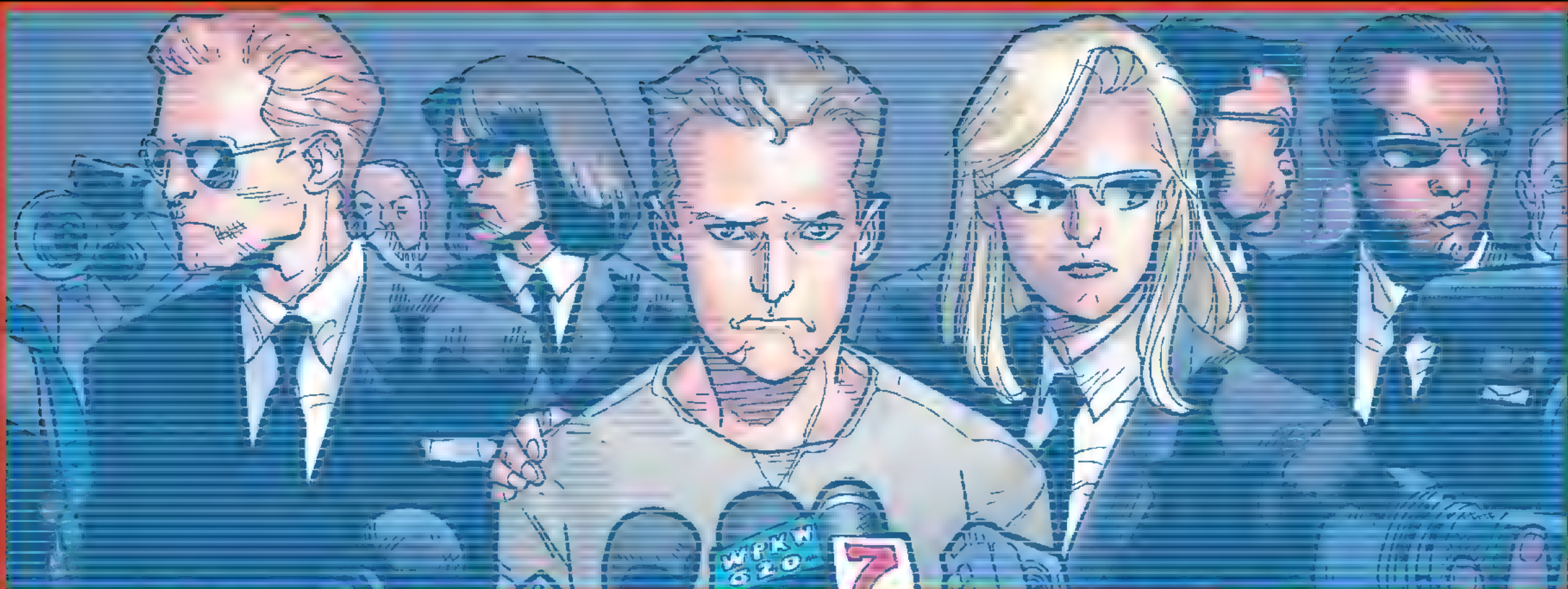


MARVEL

**BENDIS
IMMONEN
von GRAWBADGER
PONSOR**

The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man!



PREVIOUSLY IN ULTIMATE SPIDER-MAN...

Spider-Man has had several life-altering confrontations with the notorious Norman Osborn, a.k.a. the Green Goblin, who is the father of Peter's once best friend, Harry Osborn.

Norman escaped S.H.I.E.L.D. imprisonment and ran to the press to tell the world he was illegally arrested and detained, and that his son and company were taken away from him for no reason.

Spider-Man tried to work with S.H.I.E.L.D. to help bring Norman down, but they lost his trail. When Peter went home he found his arch-nemesis there. But S.H.I.E.L.D. has a surprise for both of them: Harry is on TV telling the world the truth about his father!

DEATH OF A GOBLIN PART 6

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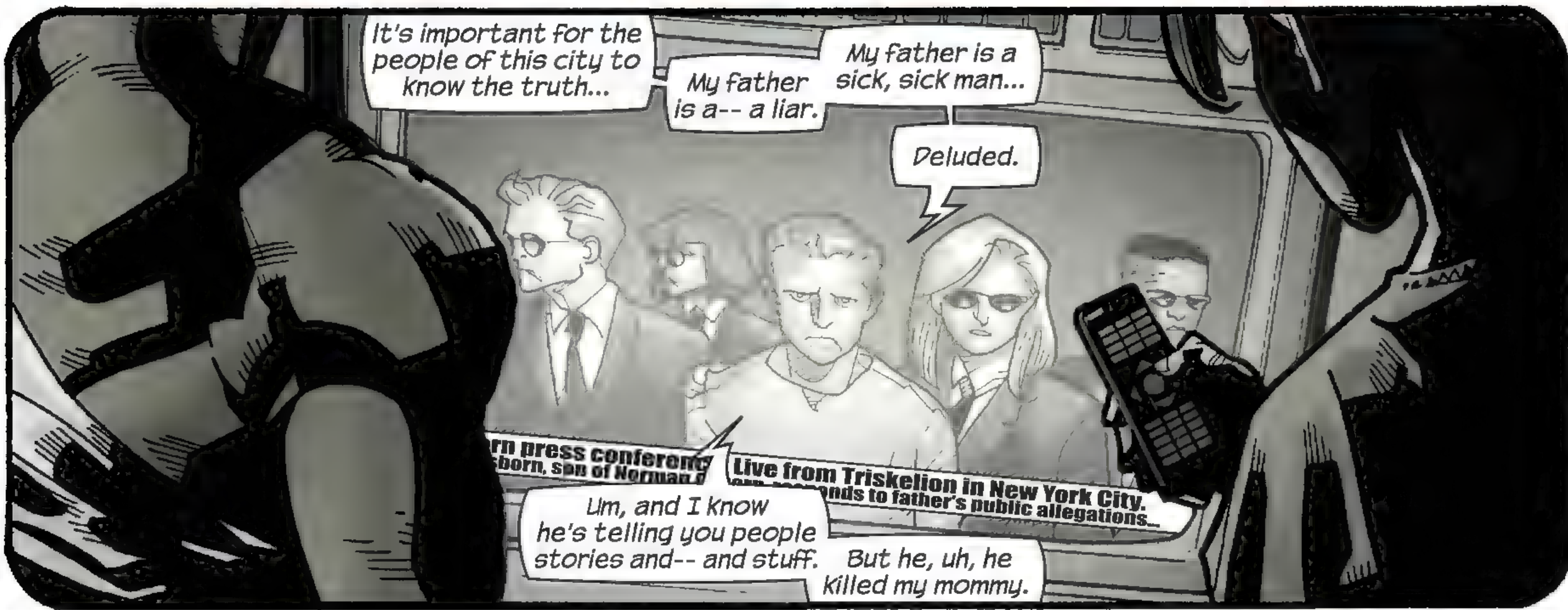
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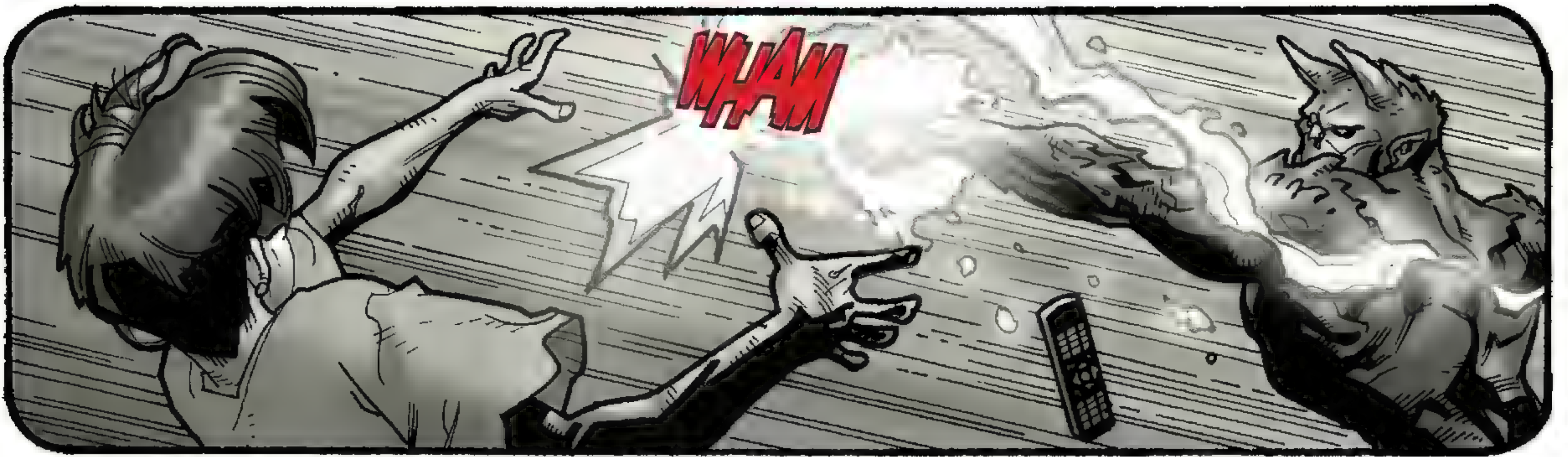
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Macchio
SENIOR EDITOR

Joe
Quesada
EDITOR IN CHIEF

Dan
Buckley
PUBLISHER

To find Marvel Comics at a local comic shop, call 1-888-COMICBOOK.







Was that okay, Captain Danvers?

That was perfect, Harry.



I can't believe I was on CNN.

Well, sorry to say, but you weren't.

That was broadcast to the only television your father would see it on.

I'm sorry - but your father loves air time more than air...

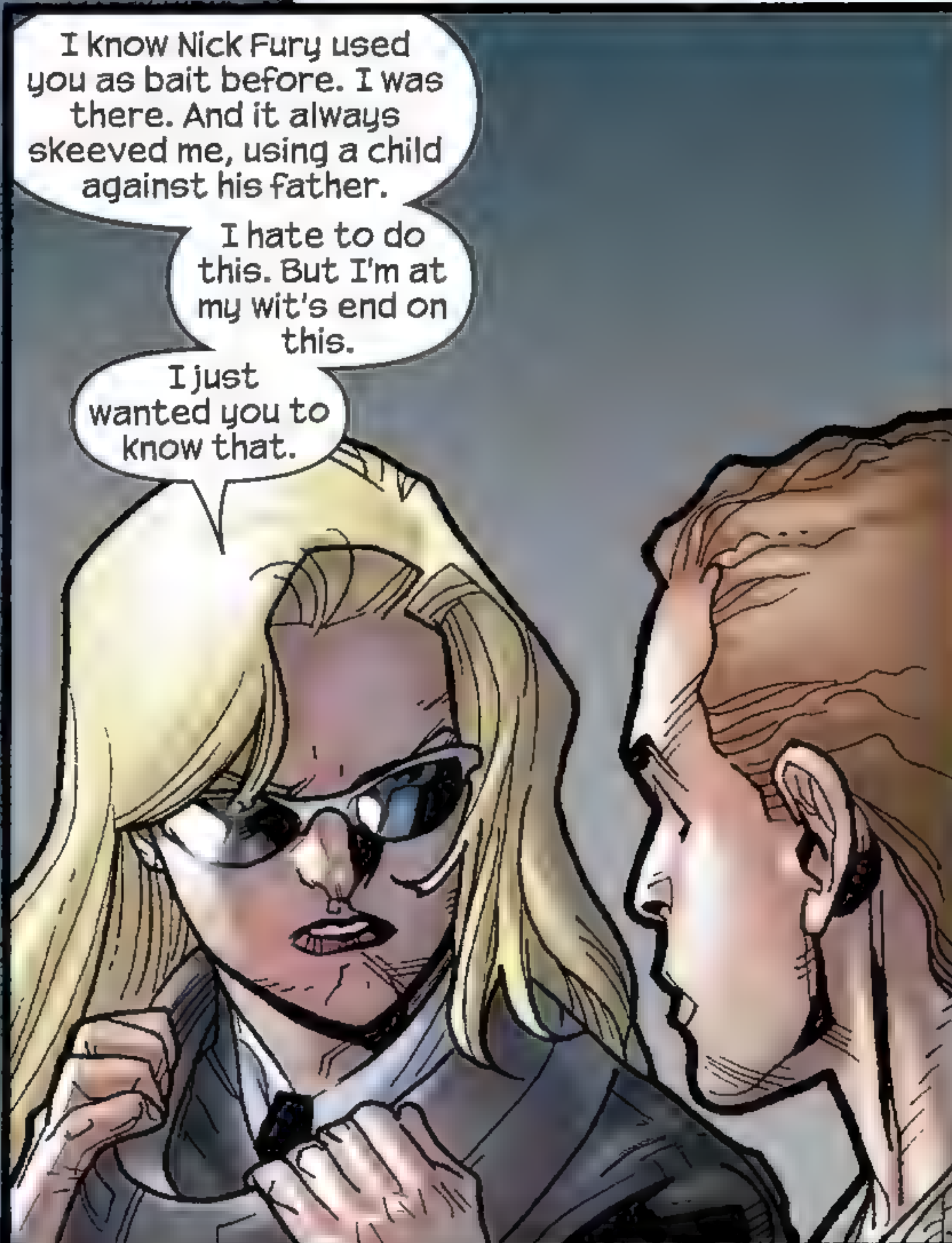
I wasn't going to give that to him. I'm sorry.

Oh, that's - that's okay.

It's time to get you down below.

Is there anything else I can do?

You're doing a lot, Harry.



I know Nick Fury used you as bait before. I was there. And it always skeeved me, using a child against his father.

I hate to do this. But I'm at my wit's end on this.

I just wanted you to know that.



I could use some new movies.

If I see "Ferris Bueller" one more time I might have to take my own life.

Done, I promise.

He's here!!! Four o'clock!!

Already?!!



Where?

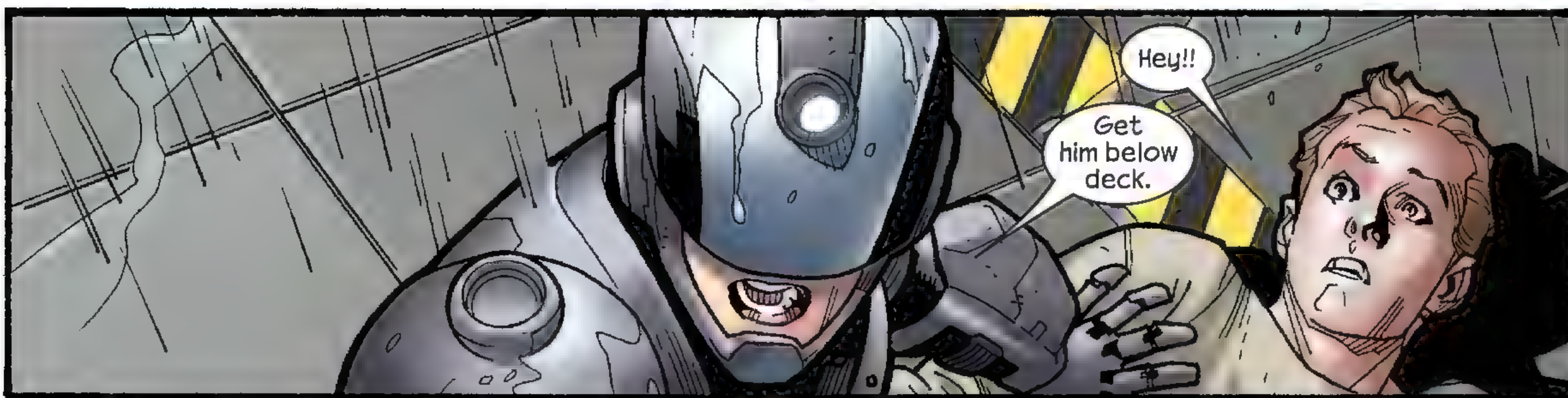
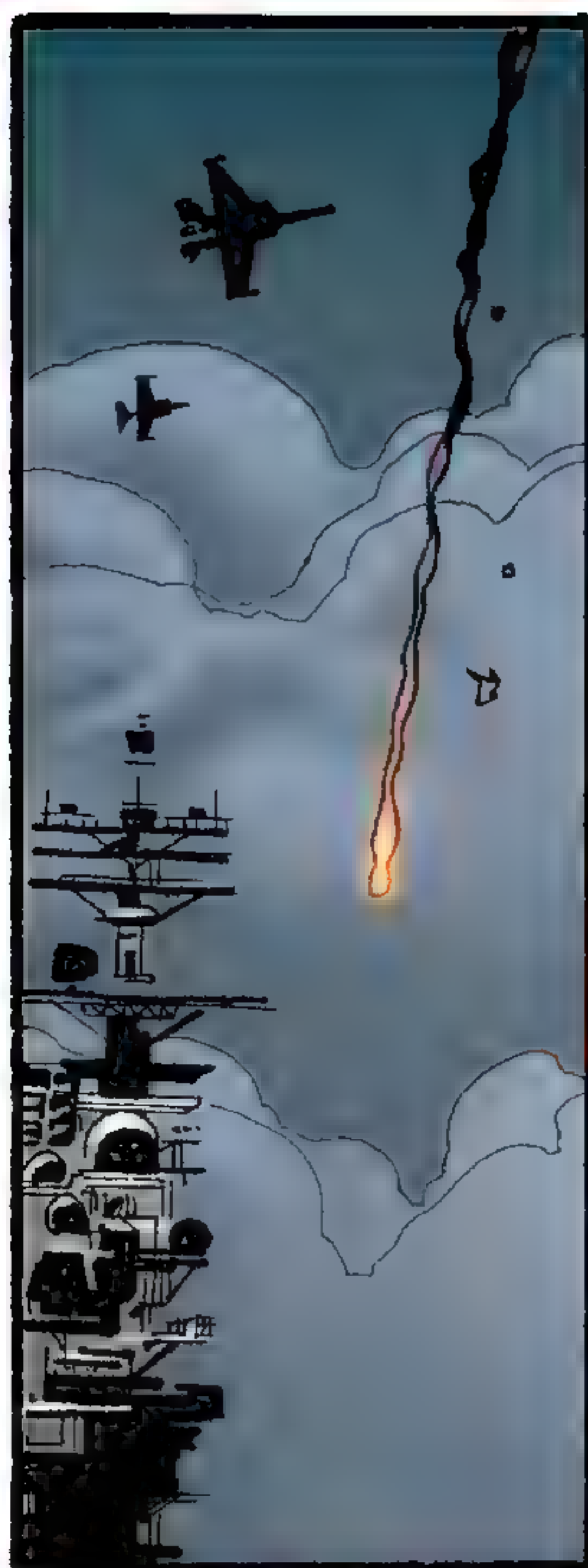
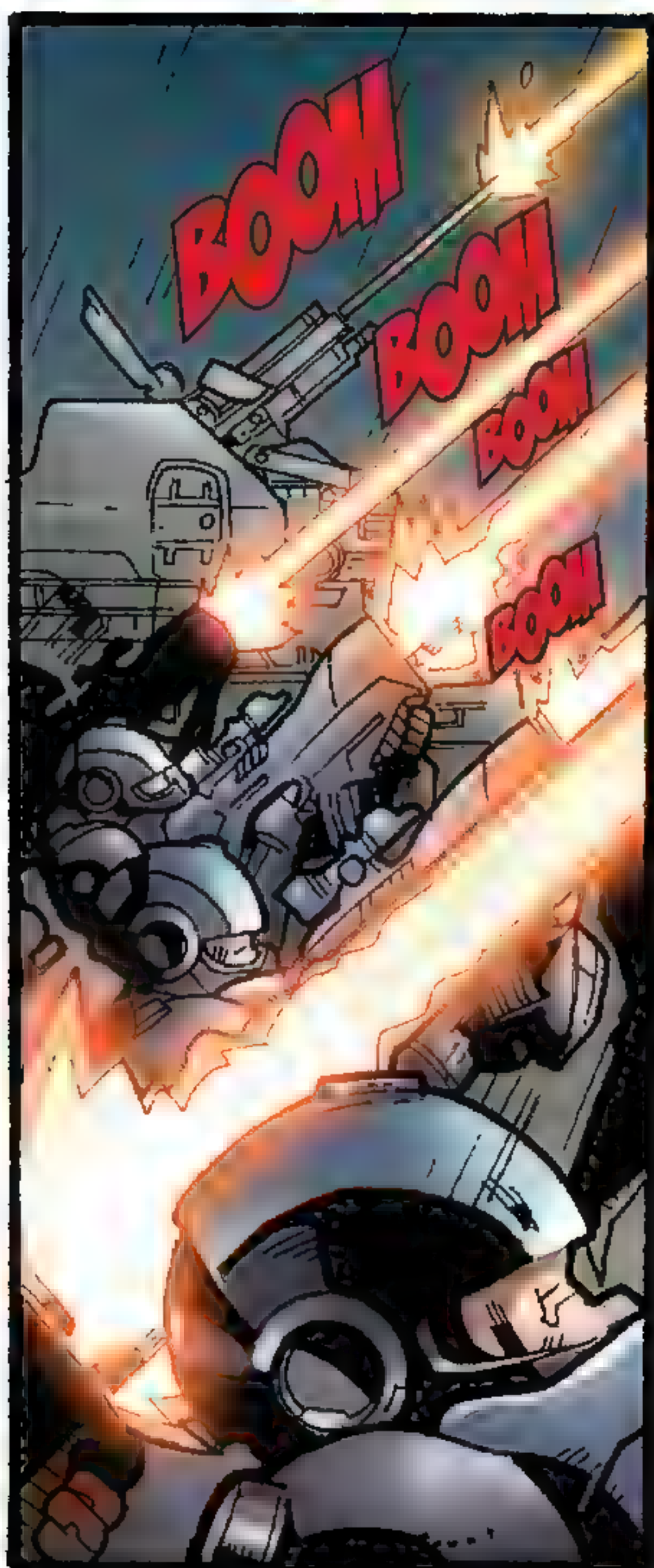
Harry, you have to go.

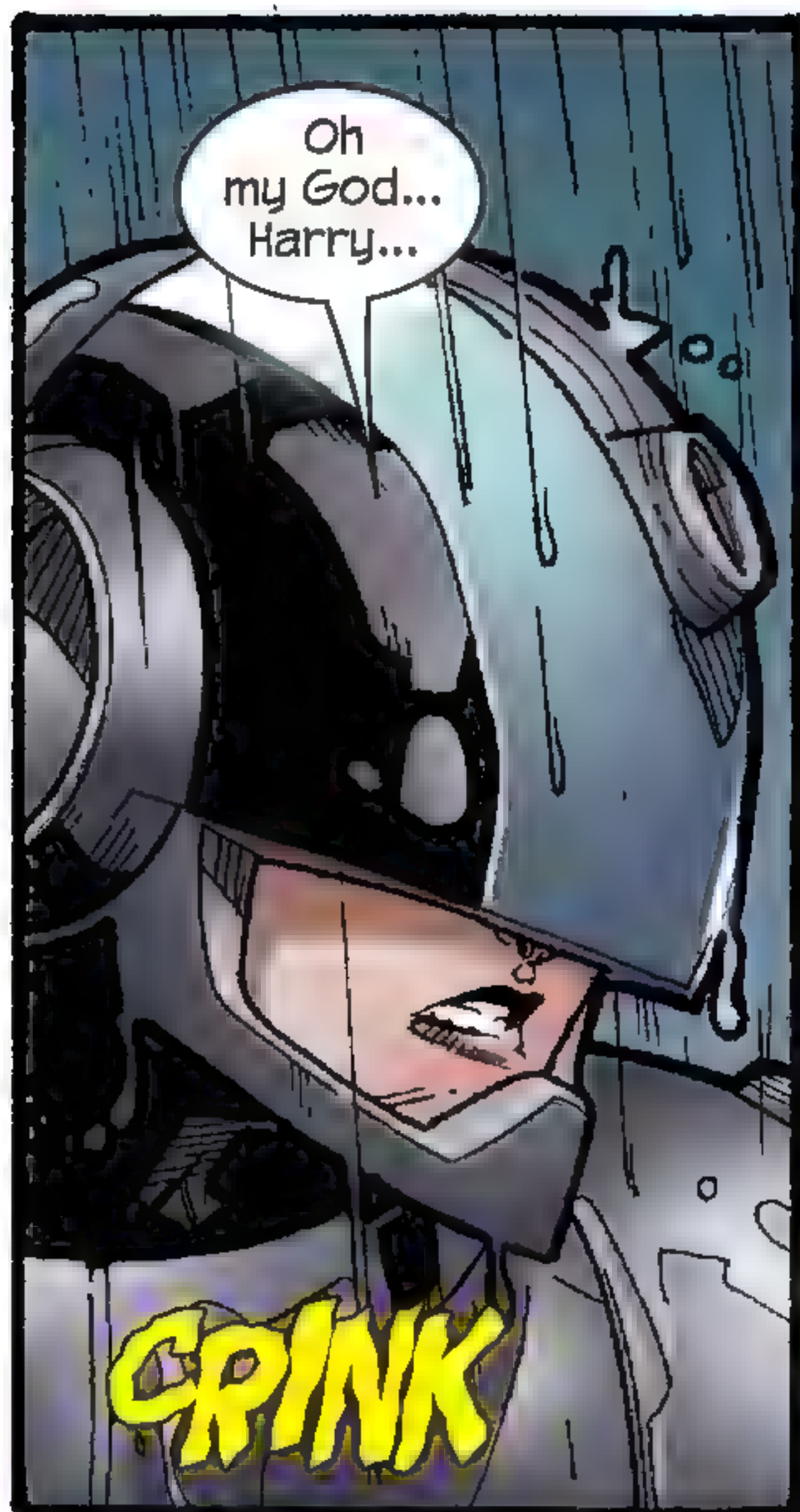
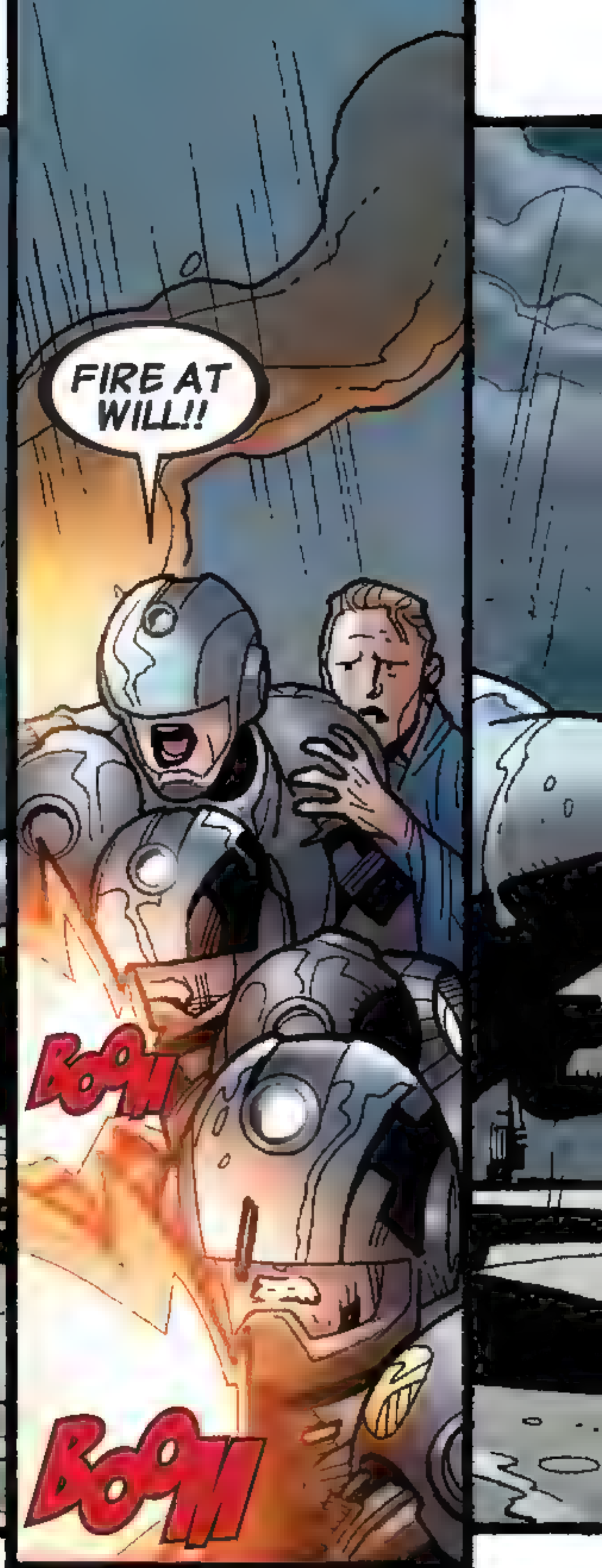
Why are you bringing him here? I don't understand.



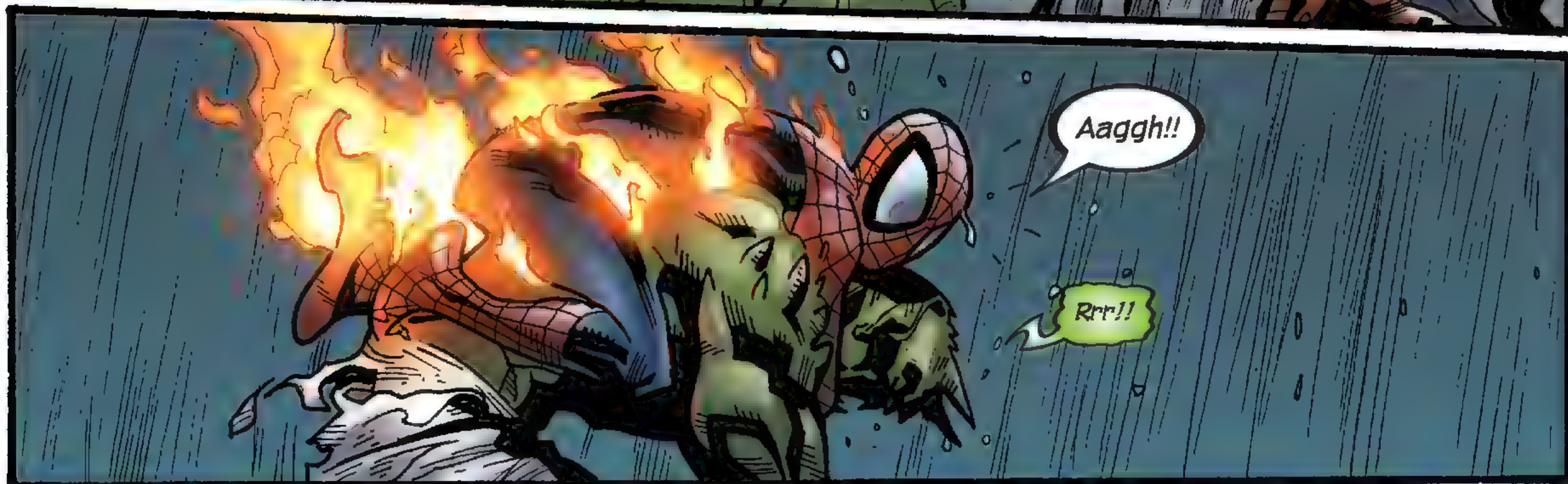
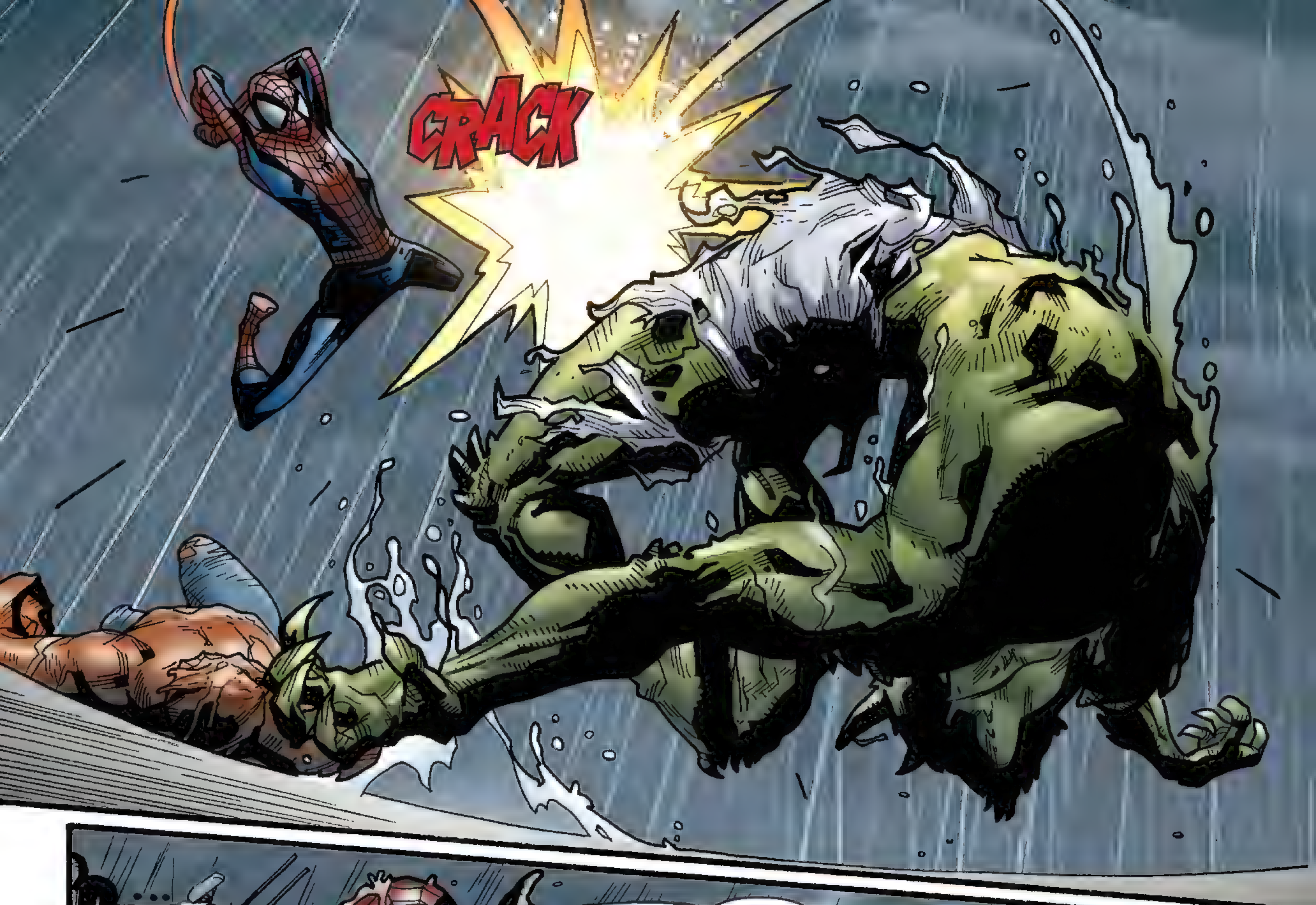
Because this is where we have the best guns!!

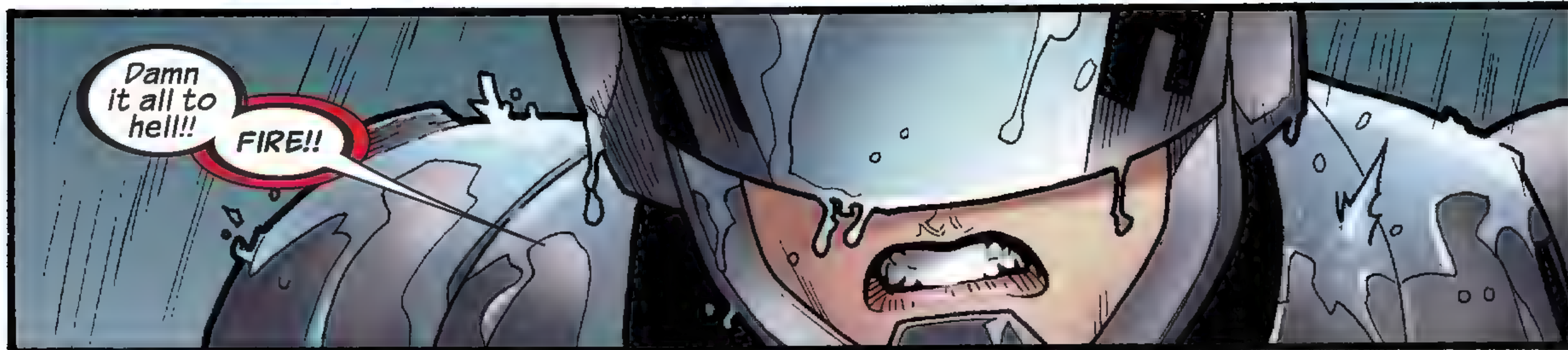
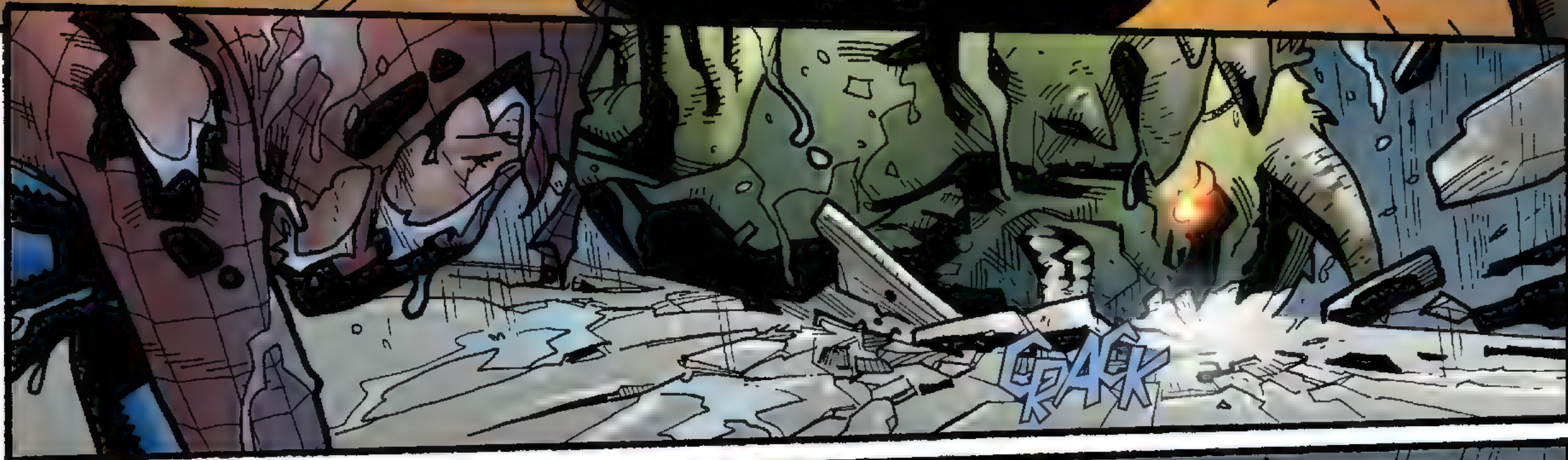
Fire at will!!!

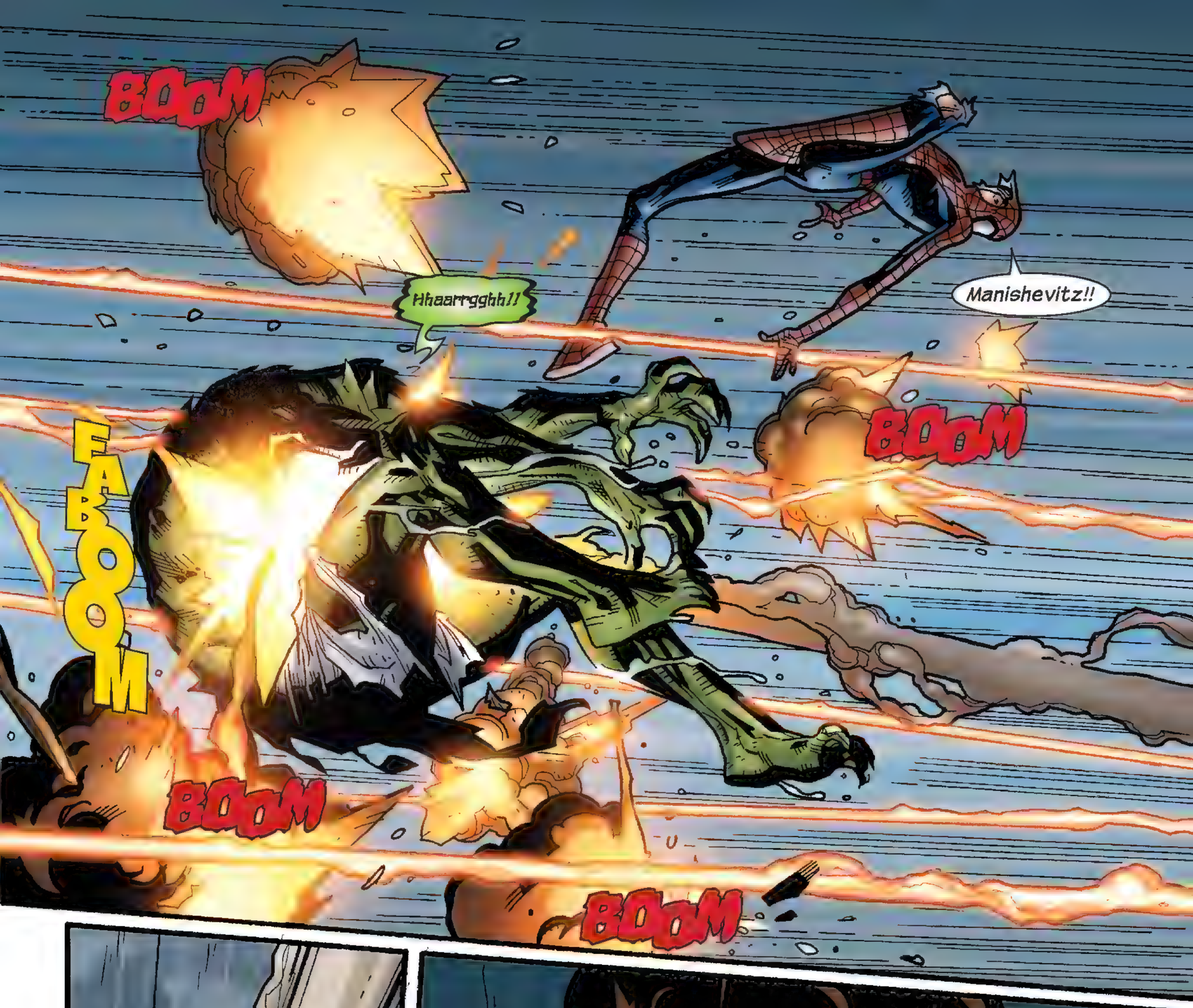


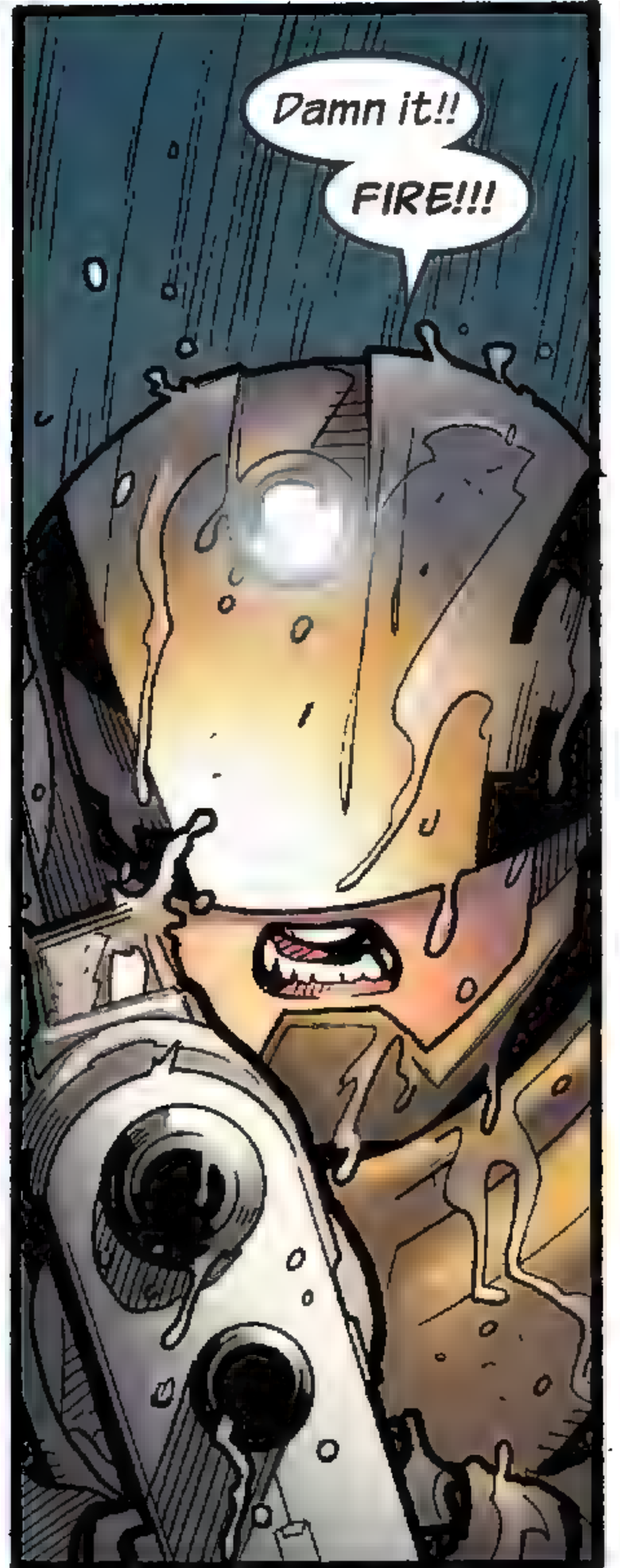
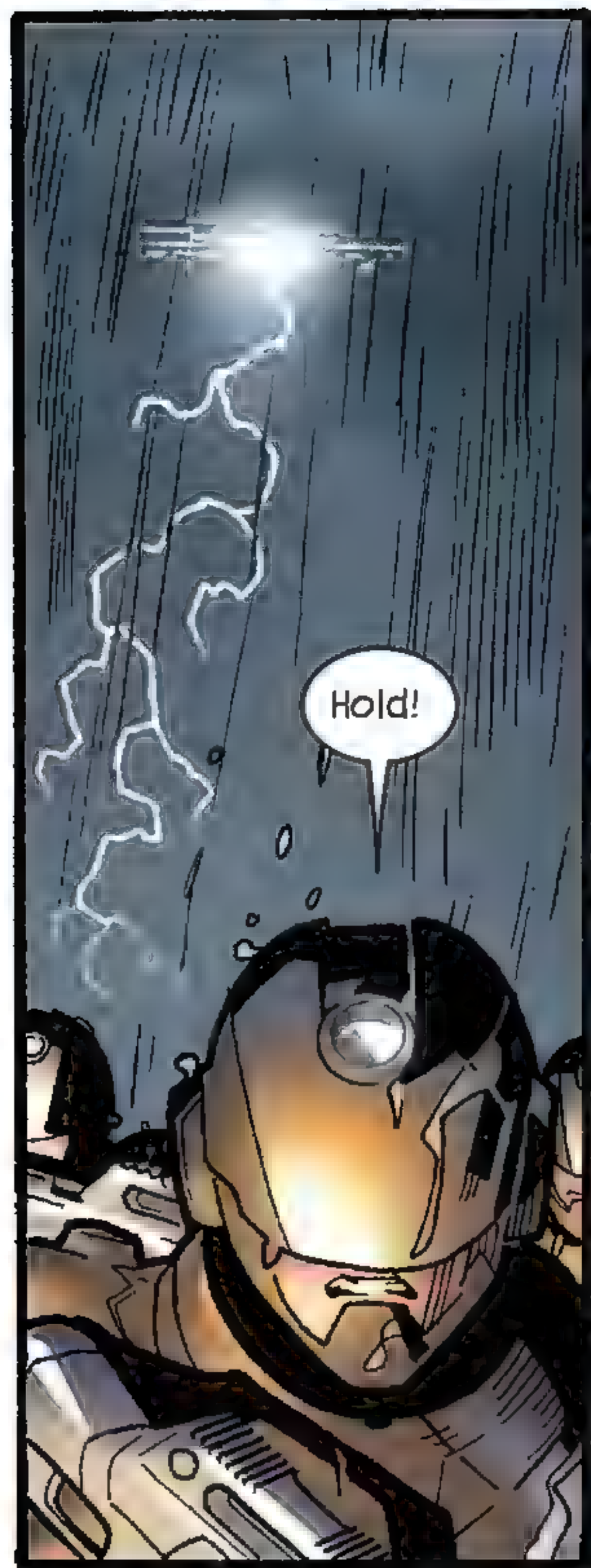
















You are all kinds of crazy!!
You're crazy plus!
You're twenty-first century crazy!!
You're new, improved crazy!!
You're award-worthy crazy.

THWAP THWAP



In fact, c'mere and get your crazy award.

THWAP



Hhuurrraa!!



But don't use this acceptance-speech time to get political.
That would just be tacky!

SMACK



FAWOOSH



Aaggh!!

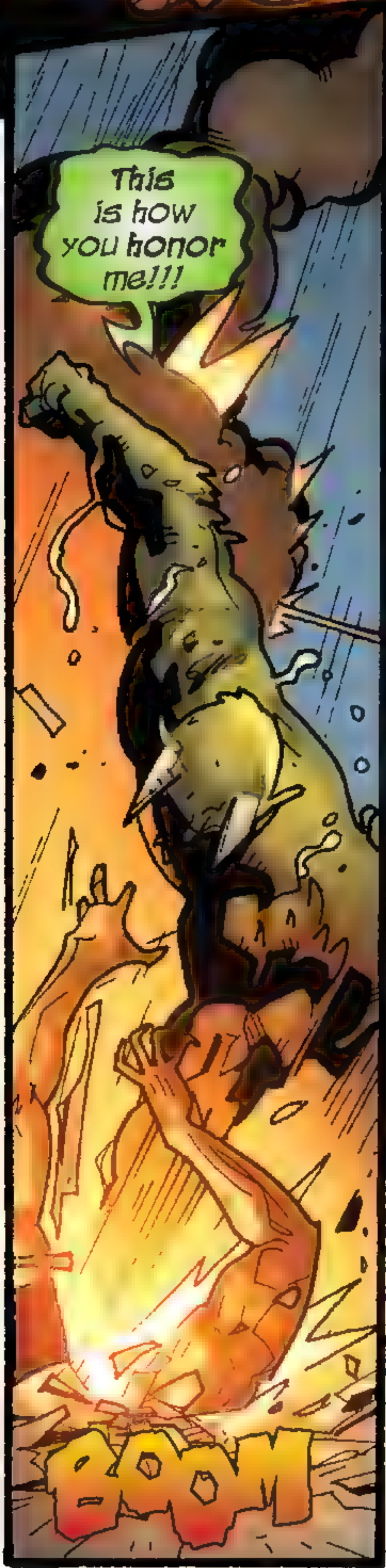




And this is how you thank me for giving you everything I am??!!!

BOOM
BOOM
BOOM

FRABOOM



This is how you honor me!!!

BOOM



This!!??

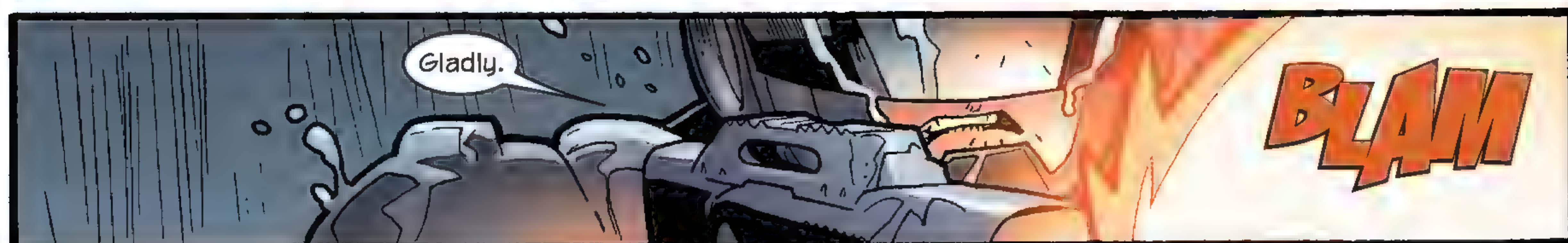
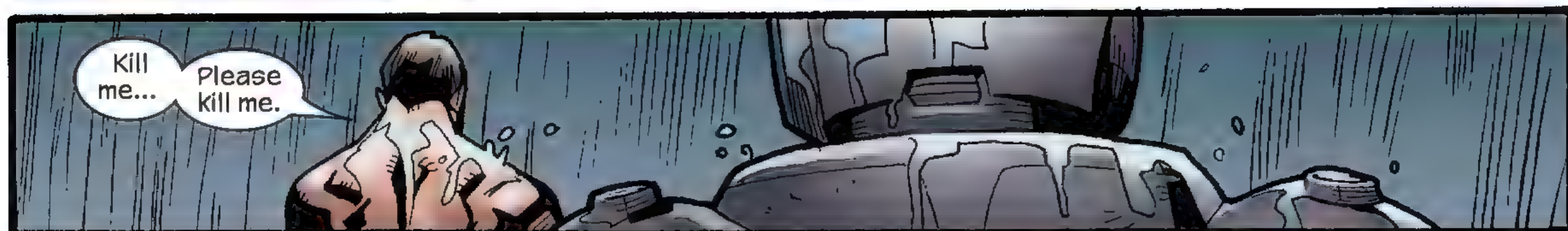
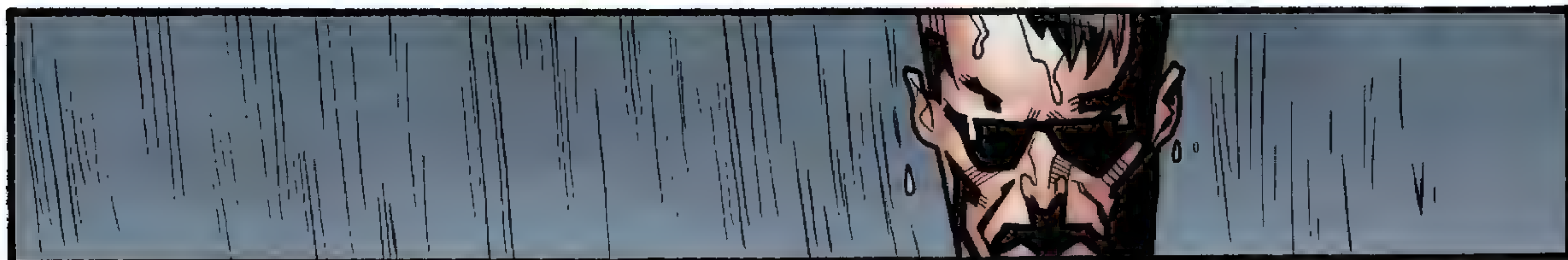
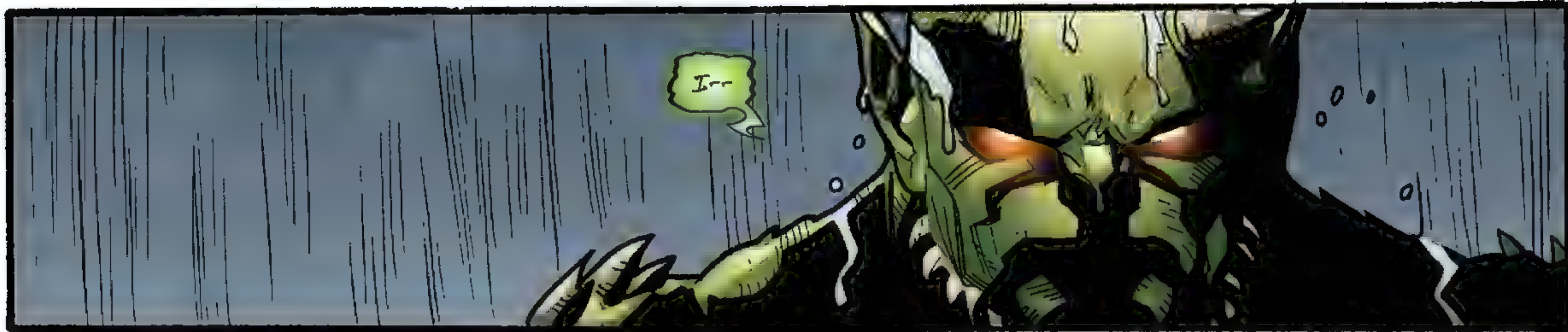
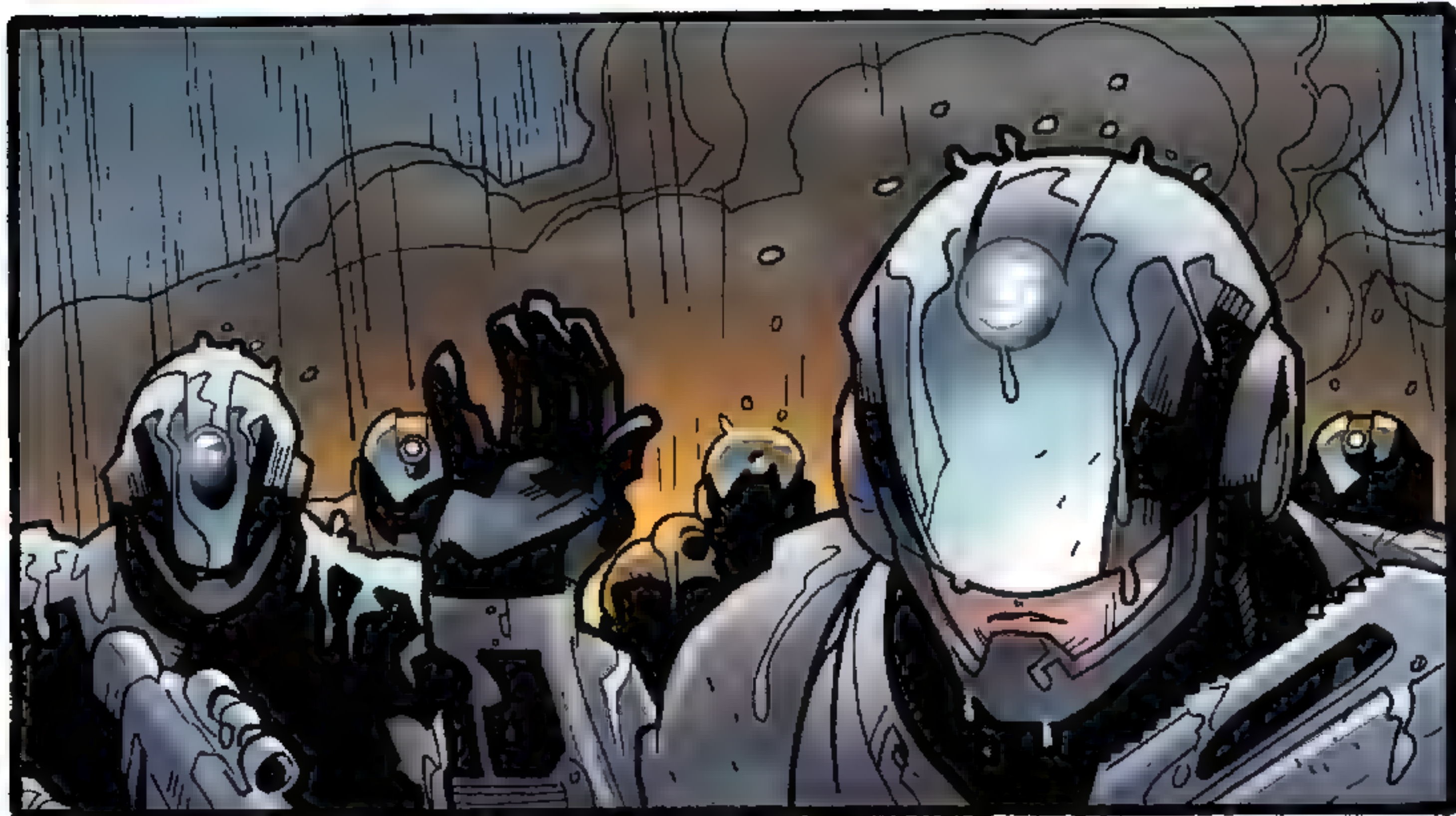
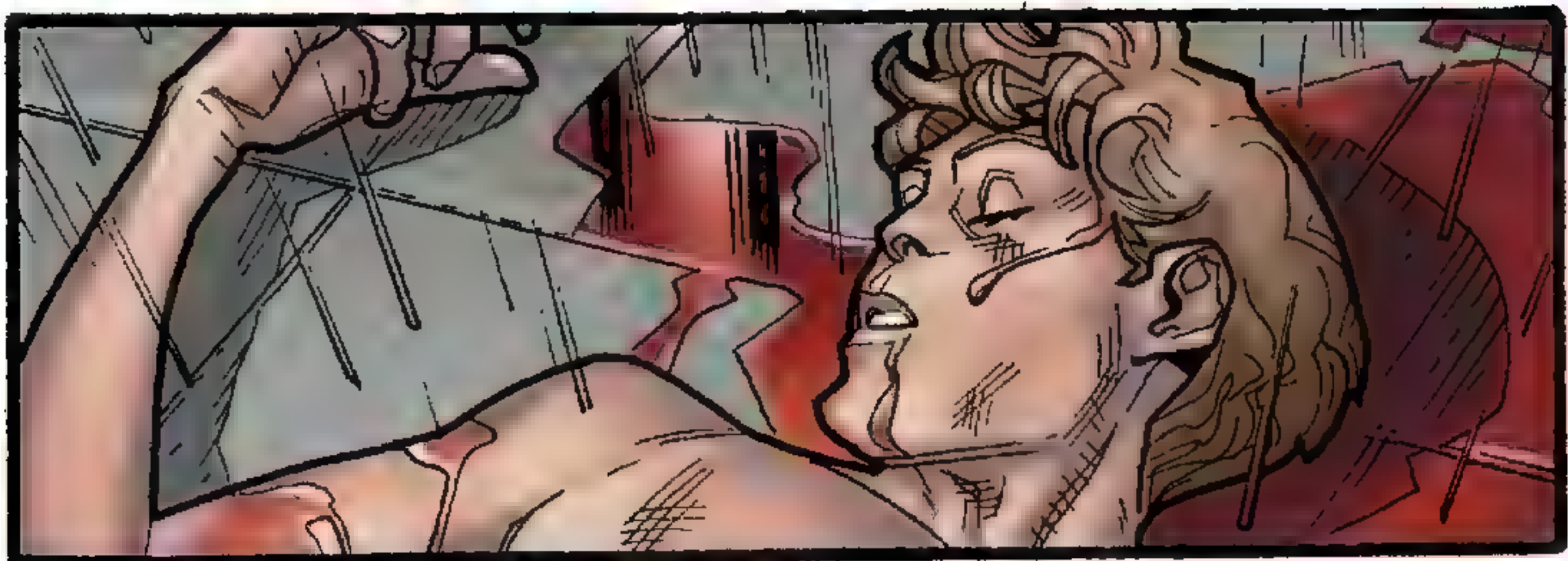
BOOM

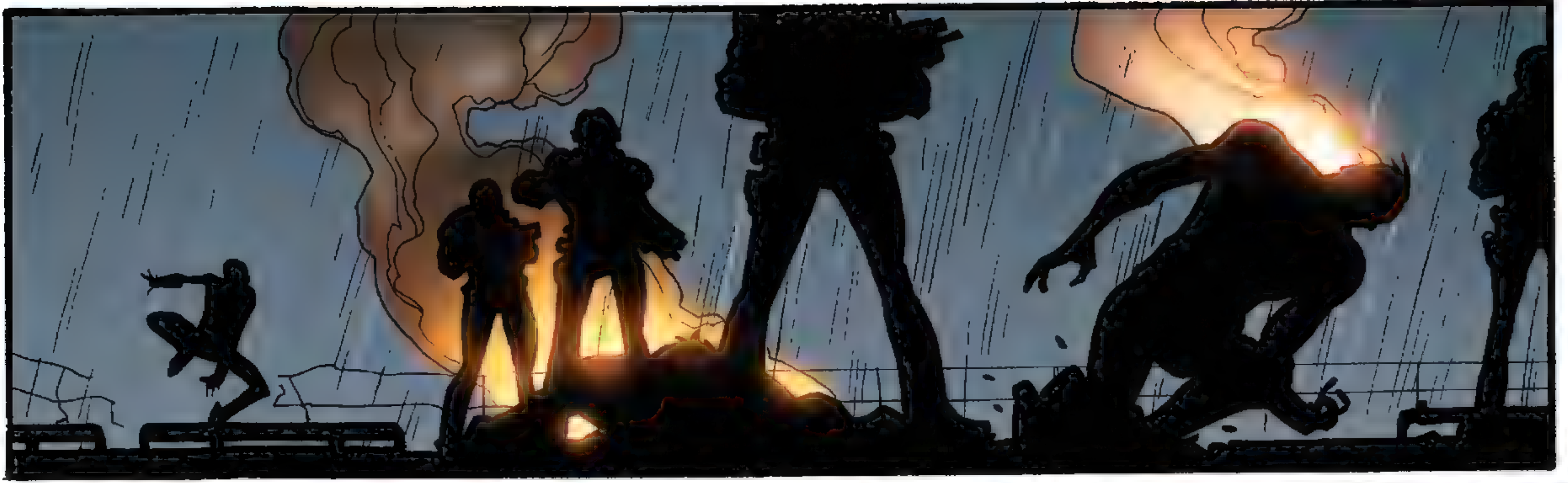
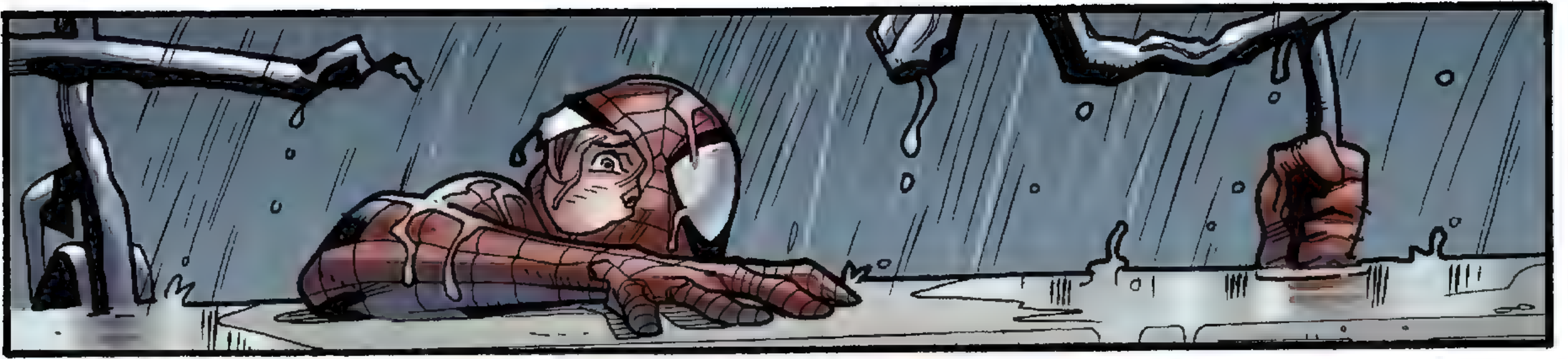


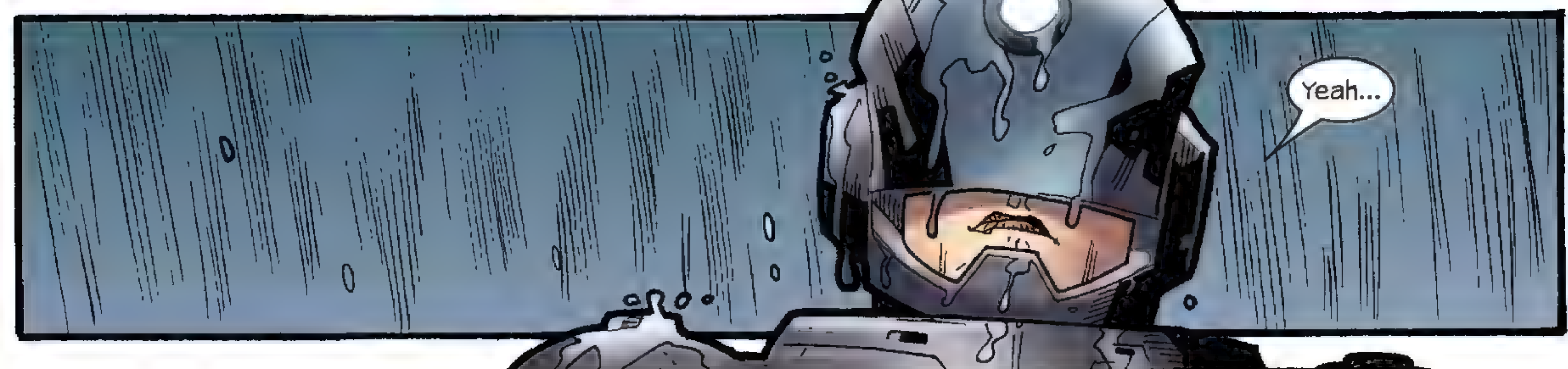
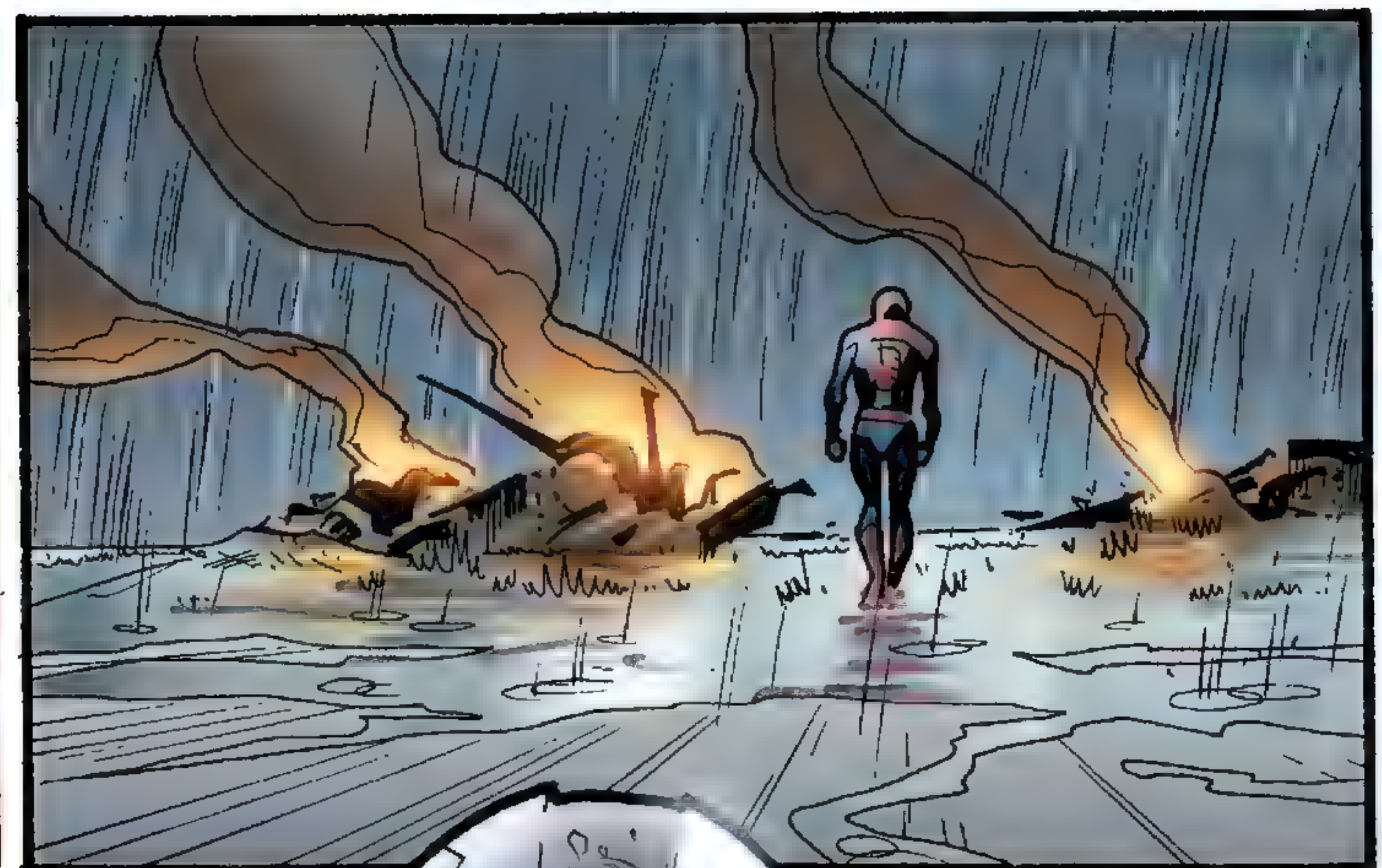
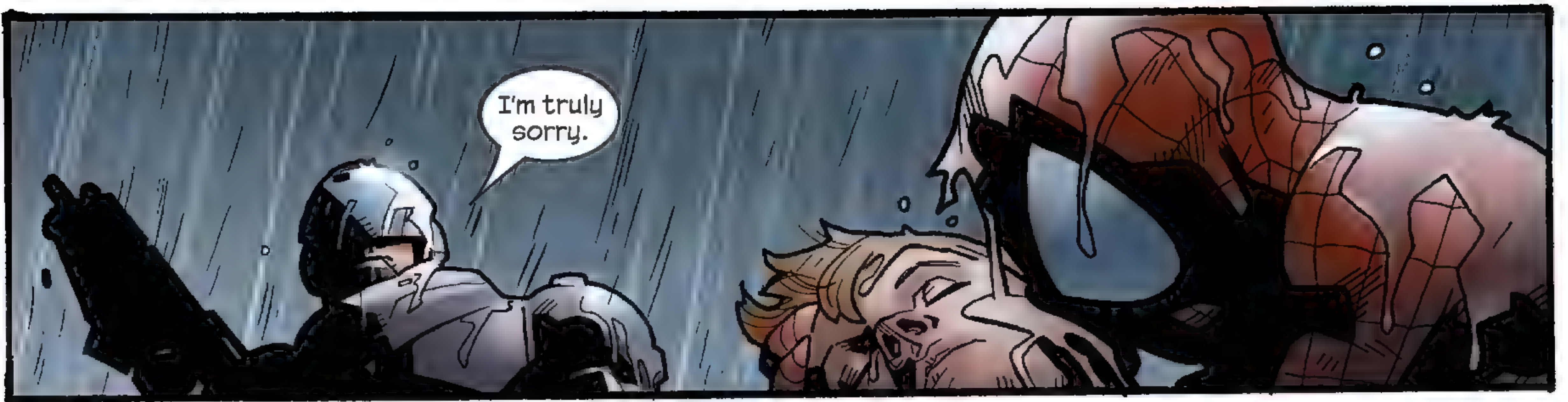
This!!??

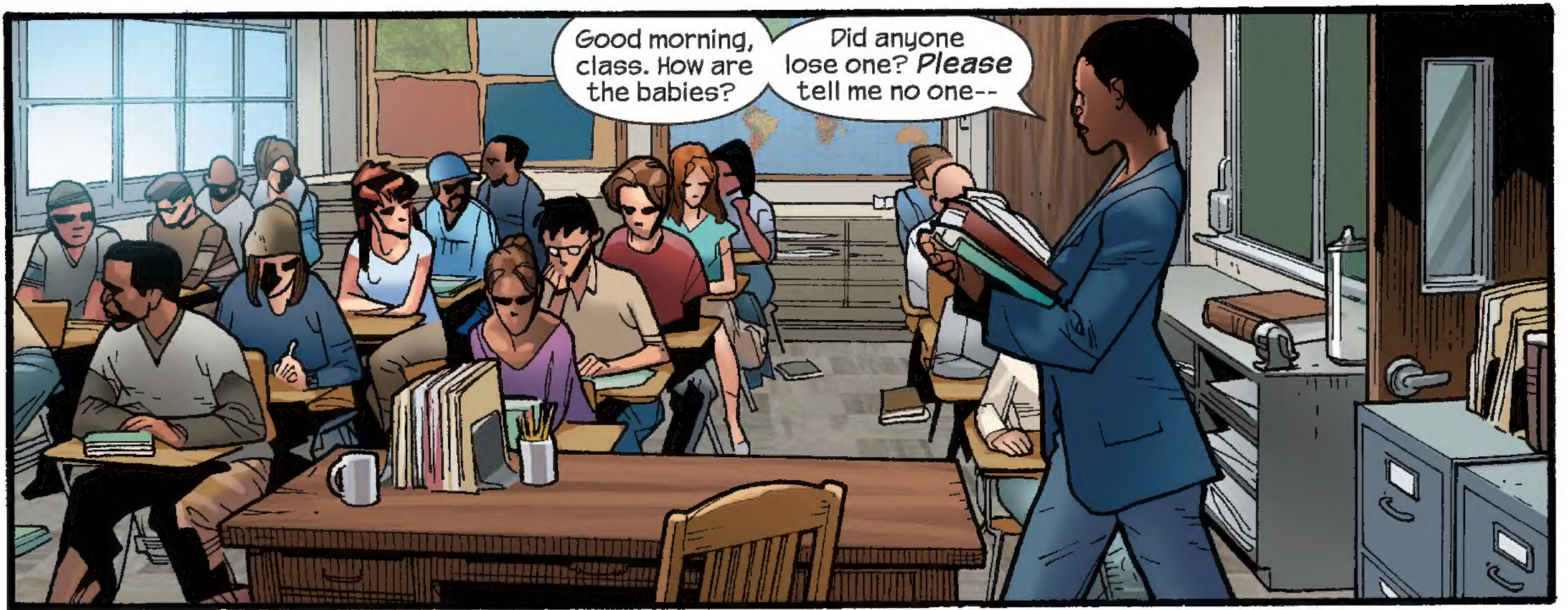
CRUNCH











Good morning, class. How are the babies?

Did anyone lose one? Please tell me no one--

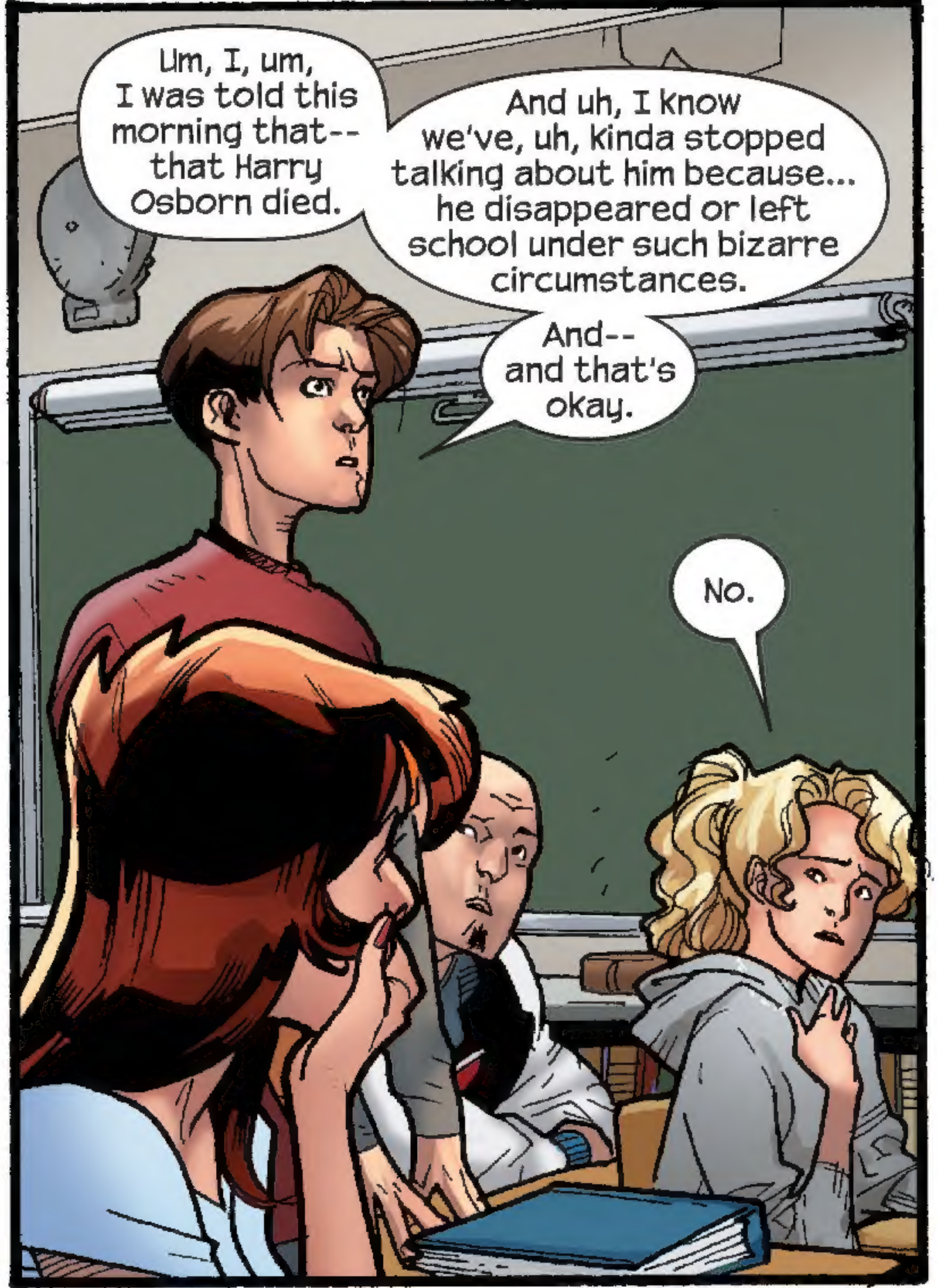


Um, can I--

Can I say something to the class?



Make it quick, Mister Parker.

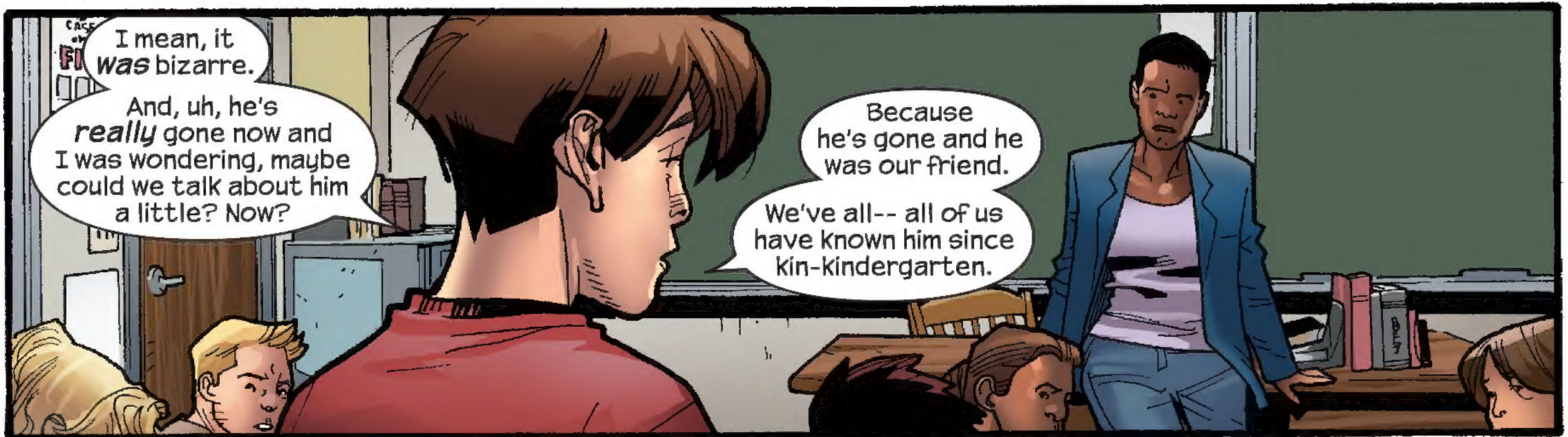


Um, I, um, I was told this morning that-- that Harry Osborn died.

And uh, I know we've, uh, kinda stopped talking about him because... he disappeared or left school under such bizarre circumstances.

And-- and that's okay.

No.

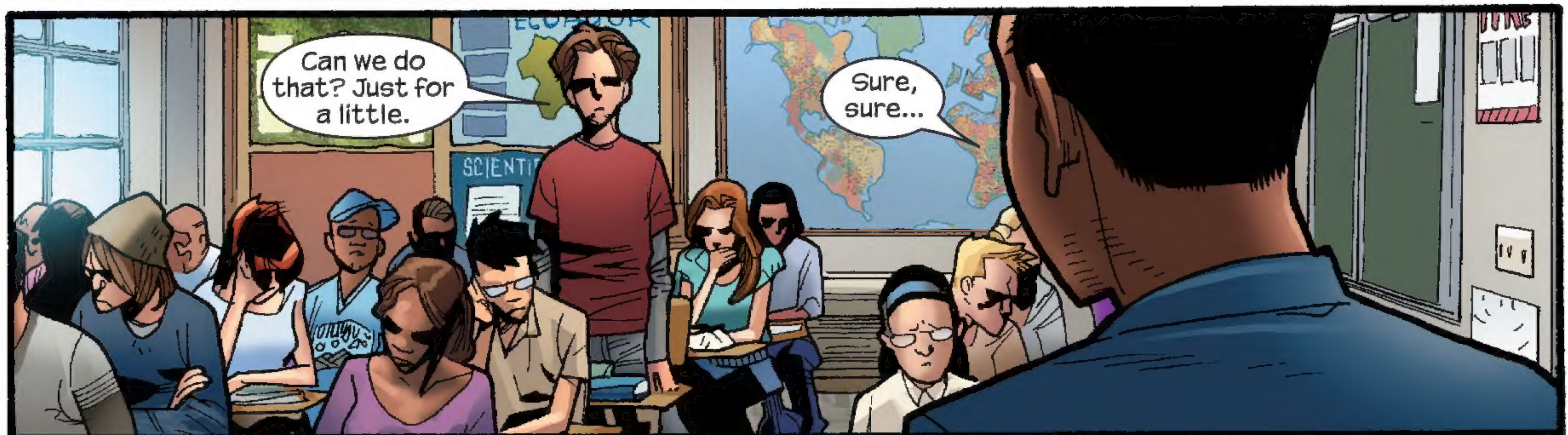


I mean, it *was* bizarre.

And, uh, he's *really* gone now and I was wondering, maybe could we talk about him a little? Now?

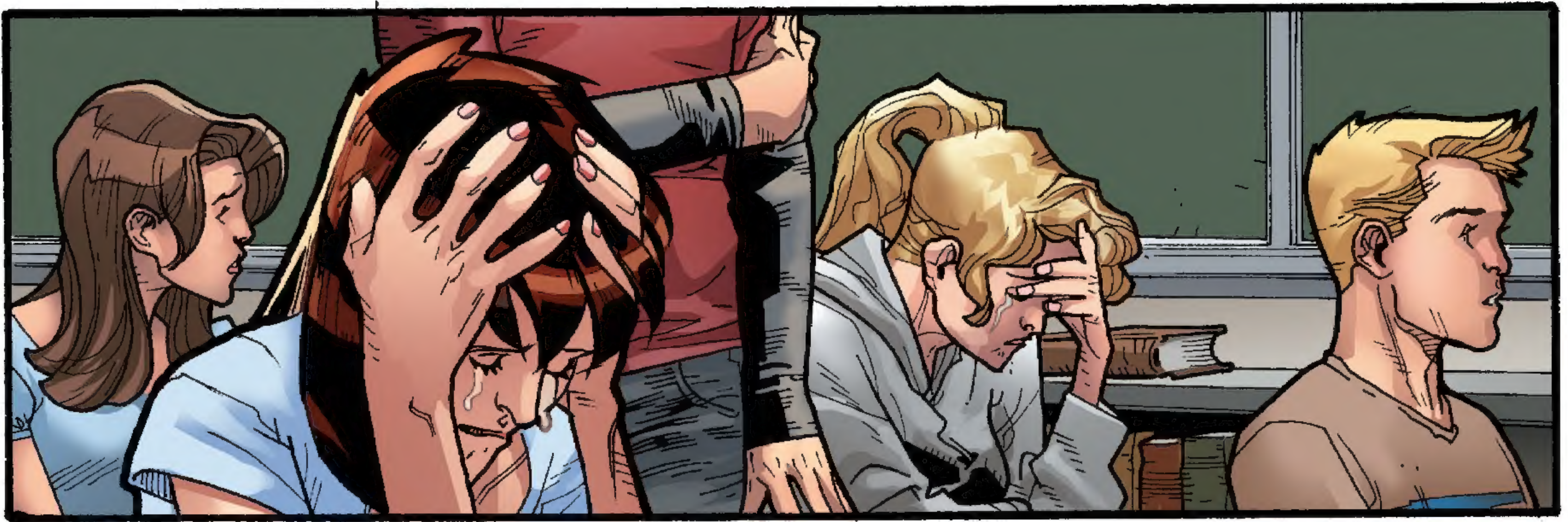
Because he's gone and he was our friend.

We've all-- all of us have known him since kin-kindergarten.



Can we do that? Just for a little.

Sure, sure...



Okay, uh, well, I guess I can start...

Um, not too long ago, I could *not* walk the halls of this school without someone...

(Flash...)

...trying to give me an atomic super wedgie.

And the, uh, the only one in the *world*, really, who *stood up* for me... was Harry.

And it might not seem like that big a deal to you...

...but I thought about what kind of guy *does* that.

Who stands up for someone who can't defend himself?

And-- and that's a *hero*, right?

I mean, that's *exactly* what a hero is.

And, uh, we *lost* one today.

That's, uh, that's all I'm thinking about now.



NEXT ISSUE!



SPIDER-MAN AND HIS AMAZING FRIENDS!

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